

EXHIBIT “A”

Court File No. 07-CL-7162

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE MR.) FRIDAY, THE 30TH DAY
)
JUSTICE CUMMING) OF NOVEMBER, 2007

B E T W E E N:

**ROMSPEN HOLDINGS INC., UPPER CANADA PROPERTIES INC., ROMSPEN
INVESTMENT CORPORATION and 1023877 ONTARIO INC.**

Applicants

- and -

**1303862 ONTARIO INC., 2001824 ONTARIO INC., 1281126 ONTARIO INC.,
HALDIMAND-NORFOLK SANITARY LANDFILL INC., WILLIAM
COURTNEY and SHARON CAMPBELL, ESTATE TRUSTEE OF THE ESTATE
OF FRANCIS CAMPBELL**

Respondents

ORDER

THIS MOTION FOR DIRECTIONS, made by SF Partners Inc. (the “Receiver”), in its capacity as receiver of the assets and undertakings of the Respondent, Haldimand-Norfolk Sanitary Landfill Inc. (“Haldimand”), for the relief set out in the Receiver’s Notice of Motion dated November 26, 2007 was heard on November 28, 2007 and this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion, the Third Report of the Receiver dated November 26, 2007 and the Exhibits thereto (the “Third Report”), the Affidavit of Gregory D. Ferraro sworn November 22, 2007 and the Exhibits thereto, the Affidavit of Romeo Di Battista, Jr., sworn November 23, 2007 and the Exhibits thereto, the Affidavit of Sophia Zaidi sworn November 25, 2007 and the Exhibits thereto and the Affidavit of Ian Parrott sworn November 28, 2007 and the Exhibits thereto, filed, on hearing the submissions of counsel for the Receiver, counsel for Haldimand Against Landfill Transfers, Anne Vallentin, Johann Elizabeth Orr, also known as Jodi Orr and all members of Haldimand Against Landfill Transfers within the meaning of PART III of the *Corporations Act*, R.S.O. 1990, Chapter C.38, (collectively, “HALT Members”), counsel for Romspen Holdings Inc. and Romspen Investment Corporation, counsel for The Ontario Provincial Police, and counsel for Her Majesty The Queen in right of the Province of Ontario,

With the Ontario Crown, through the Minister of the Environment, having undertaken to continue to consult with the Haudenosaunee/Six Nations rights holders with respect to Certificates of Approval related to the Edwards Landfill Site at 160 Brooks Road, Cayuga, Haldimand County (the “Site”) on the exercise of protected hunting and fishing rights,

1. THIS COURT ORDERS that service of the Receiver’s Motion Record and the Third Report by sending copies in electronic format attached to an e-mail sent to John Tidball, at Miller Thomson LLP [jtiddball @millerthomson.com], Anne Vallentin [avallentin@gmail.com] and Johann Elizabeth Orr also known as Jodi Orr [jorr@linetap.com] is hereby validated as good and sufficient service upon the HALT Members.
2. THIS COURT ORDERS that service of the Receiver’s Motion Record and the Third Report by sending copies in electronic format attached to an e-mail sent to Aaron Detlor [adetlor@sympatico.ca], Brian Doolittle [ganowa@execulink.com], and Rick Hill [hayadaha@aol.com] is hereby validated as good and sufficient service upon each of Haudenosaunee Confederacy Chiefs Council, Brian Doolittle, Hazel Hill, Rick Hill, Ruby

Montour, Philip Skye, Clyde Powless, as well as their servants, agents, or anyone acting under their direction, whose identity is unknown.

3. THIS COURT ORDERS that service of the Receiver's Motion Record and the Third Report by sending copies in electronic format attached to an e-mail sent to Harvin Pitch, Teplitsky Colson LLP [hpitch@teplitskycolson.com] is hereby validated as good and sufficient service upon each of Romspen Holdings Inc., Upper Canada Properties Inc., Romspen Investment Corporation, and 1023877 Ontario Inc.

4. THIS COURT ORDERS that service of the Receiver's Motion Record and the Third Report by sending copies in electronic format attached to an e-mail sent to Raymond M. Slattery, Minden Gross LLP [RSlattery@mindengross.com], Leo Klug [leoklugattorney@on.aibn.com], Michael Valente, Scarfone Hawkins LLP [mvalente@shlaw.ca], Michael Bordin, Evans Sweeney Bordin LLP [mbordin@esblawyers.com], C. Edward McCarthy, McCarthy & Fowler [cemccarthy@mountaincable.net], Robert J. van Kessel, Lawrence, Lawrence, Stevenson LLP [rvankessel@lawrences.com], respectively, is hereby validated as good and sufficient service upon each of :

- (a) 2001824 Ontario Inc., 1281126 Ontario Inc., and William Courtney;
- (b) Garpen Enterprises Inc.;
- (c) Donald Shropshall and Wayne Shropshall;
- (d) Ronald J. Faust, Edwin S. Lax, Estate of Hilda Shropshall, by its Estate Trustees, Norman Albert Shropshall and Arthur Ronald Shropshall;
- (e) R. F. Almas Company Ltd.;
- (f) 1303862 Ontario Inc. and Sharon Campbell, Estate Trustee of the Estate of Francis Campbell;

5. THIS COURT ORDERS that the time for service and filing of the Receiver's Motion Record and the Third Report is hereby abridged so that this Motion was properly returnable on Wednesday, November 28, 2007 and hereby dispenses with further service thereof.

6. THIS COURT ORDERS that the Third Report be and is hereby approved.

7. THIS COURT ORDERS, on an interlocutory basis, that all HALT Members and all other persons with knowledge of this Order be and are hereby restrained from:

(a) interfering with the use of roadways known municipally as Brooks Road and Ontario Provincial Highway #3 [also known as Talbot Road], formerly in the Township of North Cayuga, now known as the Corporation of Haldimand County, by the Receiver, its servants, agents, contractors or subcontractors or by any motor vehicles carrying construction materials or waste to the Site;

(b) in any way obstructing access to or free and unimpaired travel along the roadways known municipally as Brooks Road and Ontario Provincial Highway #3 [also known as Talbot Road], formerly in the Township of North Cayuga, now known as the Corporation of Haldimand County by the Receiver, its servants, agents, contractors or subcontractors or by any motor vehicles carrying construction materials or waste to the Site; or

(c) in any way preventing the Receiver, its servants, agents, contractors or subcontractors, or any motor vehicles carrying construction materials or waste to the Site from using the roadways known municipally as Brooks Road and Ontario Provincial Highway #3 [also known as Talbot Road], formerly in the Township of North Cayuga, now known as the Corporation of Haldimand County for the purpose of entering or accessing the Site,

until further order of this Court.

8. THIS COURT ORDERS that this Order be directed to the Sheriff of Haldimand County for enforcement and directs the Ontario Provincial Police and police officers of

that service to assist the Sheriff of Haldimand County in the enforcement of this Order by removing from the roadways known municipally as Brooks Road and Ontario Provincial Highway #3 [also known as Talbot Road], formerly in the Township of North Cayuga, now known as the Corporation of Haldimand County, any person contravening its provisions, subject to the discretion of the police acting reasonably with respect to the timing and means of removing any such person.

9. THIS COURT ORDERS that the posting of this Order at the Municipal Offices of the Corporation of Haldimand County at 45 Munsee Street North, P.O. Box 400, Cayuga, Ontario shall be good and sufficient notice of this Order to all persons within Haldimand County.

10. THIS COURT ORDERS that provided the Receiver, and its servants, agents, contractors, subcontractors and any motor vehicles carrying construction materials or waste to the Site have free, unimpeded and continuous access to the Site along Brooks Road (“Site Access”), the Receiver having undertaken,

- (a) to commence preparatory work on the Site (“Site Preparation Work”) for excavation of the existing waste in the Site (“Site Decommissioning”) forthwith upon Site Access;
- (b) to submit to the District Manager at Hamilton, Ontario, Ministry of the Environment, a detailed schedule for Site Decommissioning within 15 days of Site Access; and,
- (c) to commence Site Decommissioning within 90 days of Site Access,

the Receiver shall, based on the Receiver’s current estimate of expected monthly revenue of between \$450,000.00 and \$500,000.00, apply any revenues received from the operation of the Site on a monthly basis to the Receiver's monthly operating expenses, which shall include the following:

- (a) Receiver's fees and disbursements, including the Receiver's legal costs;
- (b) Site operating costs incurred from the date of this Order;
- (c) Engineering and environmental monitoring costs incurred from the date of this Order;
- (d) \$45,000 per month on account of the financial assurance obligation for the 2008 calendar year; and,
- (e) The payment of interest servicing costs under the Receiver's borrowings.

11. THIS COURT ORDERS that the excess of any revenues remaining on a monthly basis after applying those revenues to the Receiver's monthly operating expenses in accordance with paragraph 10 above shall be applied to the monthly cost of Site Decommissioning to a minimum expenditure of \$150,000.00 per month; the Receiver shall be at liberty to apply the surplus monthly revenue, if any, as it deems appropriate.

12. THIS COURT ORDERS that, for greater clarity, nothing in this Order is to be taken as amending or affecting any Certificate of Approval relating to the Site.

13. THIS COURT ORDERS that the Receiver shall supply the Hamilton District Office, Ministry of the Environment, with a summary of the revenue and the disbursements relating to the landfill on a monthly basis as soon as reasonably available.