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Waste Connections, Inc.
Form 425
May 09, 2016

Filed by Waste Connections, Inc.

Pursuant to Rule 425 under the

Securities Act of 1933, as amended,

and deemed filed pursuant to Rule 14a-6

of the Securities Exchange Act of 1934, as amended

Subject Company:

Waste Connections, Inc. (Commission File No.: 001-31507)

Commission File No. for Registration Statement

on Form F-4 filed by Progressive Waste Solutions Ltd.: 333-209896

Investor Presentation May 2016

Safe Harbor and Forward - Looking Information This presentation contains forward - looking statements regarding our proposed merger with Progressive Waste Solutions Ltd . , a corporation organized under the laws of Canada (“Progressive”) (which includes “forward - looking information” within the meaning of applicable Canadian securities laws) . These forward - looking statements are not based on historical facts but instead reflect Progressive's or Waste Connections’ respective management’s expectations, estimates or projections concerning future results or events . These forward - looking statements are often identified by the words “may,” “might,” “believes,” “thinks,” “anticipates,” “plans,” “expects,” “intends” or similar expressions and include statements regarding (1) expectations regarding whether the transaction, including the merger, the issuance of the merger consideration and the proposed share consolidation of Progressive, will be consummated, including whether conditions to the consummation of the transaction will be satisfied, or the timing for completing the transaction, (2) expectations for the effects of the transaction or the ability of the combined company to successfully achieve business objectives, including integrating the companies or the effects of unexpected costs, liabilities or delays, (3) the potential benefits and synergies of the transaction, including expected cost savings and tax benefits and (4) expectations for other economic, business, and/or competitive factors . Although Waste Connections and Progressive believe that the expectations reflected in such forward - looking statements are reasonable, such statements involve risks and uncertainties, and undue reliance should not be placed on such statements, as unknown or unpredictable factors could have material adverse effects on future results, performance or achievements of the combined company . Among the key factors that could cause actual results to differ materially from those projected in the forward - looking statements include the following : the ability to consummate the proposed transaction ; the ability to obtain requisite regulatory and shareholder approvals and the satisfaction of other conditions to the consummation of the proposed transactions on the proposed terms and schedule ; the ability of Waste Connections and Progressive to successfully integrate their respective operations and employees and realize synergies and cost savings at the times, and to the extent, anticipated ; the potential impact of the announcement or consummation of the proposed transactions on relationships, including with employees, suppliers, customers and competitors ; changes in general economic, business and political conditions, including changes in the financial markets ; changes in applicable laws and regulations and interpretations of laws and regulations ; significant competition that Waste Connections and Progressive face ; compliance with extensive government regulation ; and the diversion of management time on the proposed transactions . These forward - looking statements may be affected by risks and uncertainties in the business of Waste Connections and Progressive and market conditions . This information is qualified in its entirety by cautionary statements and risk factor disclosure contained in filings made by Waste Connections and Progressive with the U . S . Securities and Exchange Commission, including Waste Connections’ quarterly reports on Form 10 - Q and its annual report on Form 10 - K for the year ended December 31 , 2015 , and Progressive’s quarterly reports on Form 6 - K and its year - end report for the year ended December 31 , 2015 , as well as in Progressive’s filings with the Canadian securities regulators . Waste Connections and Progressive wish to caution readers that certain important factors may have affected and could in the future affect their actual results and could cause their actual results for subsequent periods to differ materially from those expressed in any forward - looking statement made by or on behalf of Waste Connections or Progressive . Neither Waste Connections nor Progressive undertakes any obligation to update forward - looking statements to reflect events or circumstances after the date hereof, except as may be specifically required by applicable securities laws . 2

Additional Information and Where to Find It 3 This communication may be deemed to be solicitation material in respect of the proposed transaction between Waste Connections and Progressive . In connection with the proposed transaction, Progressive, as the parent company that will result from the combination, has filed with the SEC a registration statement on Form F - 4 that includes the proxy statement/prospectus of Waste Connections and Progressive . The registration statement on Form F - 4 was declared effective by the SEC on April 25 , 2016 . Waste Connections mailed its proxy statement to its stockholders on or around April 27 , 2016 . WE URGE STOCKHOLDERS TO READ THE PROXY STATEMENT AND OTHER RELEVANT DOCUMENTS THAT HAVE BEEN OR WILL BE FILED WITH THE SEC WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION . Stockholders may obtain copies of the proxy statement/prospectus and other documents filed with the SEC (when available) free of charge at the SEC's website, [http : //www . sec . gov](http://www.sec.gov) . Copies of documents filed with the SEC by Waste Connections will be made available free of charge on Waste Connections' investor relations website at [http : //wasteconnections . investorroom . com](http://wasteconnections.investorroom.com) . Copies of documents filed with the SEC by Progressive will be made available free of charge on Progressive's investor relations website at [http : //investor . progressivewaste . com](http://investor.progressivewaste.com) .

Participants in the Solicitation of Votes Waste Connections and its directors, executive officers and certain other members of management and employees may be deemed to be participants in the solicitation of proxies for its security holder approvals to be obtained for the proposed transaction. Information regarding Waste Connections' directors and executive officers is available in its annual report on Form 10 - K for the year ended December 31, 2015, filed with the SEC by Waste Connections. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, is contained in the proxy statement/prospectus, Progressive's registration statement and information circular and other relevant materials that have been or will be filed with the SEC and the Canadian securities regulators when they become available. 4

5 WCN: INVESTMENT HIGHLIGHTS Third largest solid waste and leading oilfield waste company in the U.S. ~\$10 billion enterprise value; \$5 billion assets; 7,000 employees Differentiated strategy Only company focused on secondary and exclusive markets Well - positioned in cash generative E&P waste disposal market Differentiated results Sector - leading EBITDA, EBIT and free cash flow margins Sector - leading conversion of EBITDA to free cash flow Well positioned for additional strategic growth opportunities 'BBB+/BBB' rated => tremendous access to low cost growth capital Proven management team creating substantial stockholder value Over 2.5x the TSR of WM and RSG and over 3x the TSR of the S&P 500 over the past decade

6 OUR DIFFERENTIATED STRATEGY Success in solid waste industry is driven by: Market selection Asset and contractual positioning Execution at the local level Our Focus: Exclusive markets Vertically integrated or non-integrated Competitive markets Secondary markets with high collection market share Vertically integrated or disposal neutral Strategic Implications: Lower customer churn rates => comparably better price + volume growth Not dependent on behavior or execution of other national players Resilient in a weak economy; levered to improving economy Collection => more profitable and with higher barriers to entry

7 Serving almost 3 million customers in 32 states WCN: CURRENT FOOTPRINT

8 TARGETING ATTRACTIVE MARKETS Integrated Operations Non - Integrated Operations Exclusive Markets:
#1 EBITDA margin #1 EBIT margin #1 FCF margin #1 ROA #3 EBITDA margin #2(tie) EBIT margin #2 FCF
margin #2 ROA Competitive Markets: #2 EBITDA margin #2(tie) EBIT margin #3 FCF margin #3 ROA #4 EBITDA
margin #4 EBIT margin #4 FCF margin #4 ROA 90+% of WCN Solid Waste Note: Rankings reflect relative
attractiveness to WCN Attractive if High Mkt Share & Disposal Neutral

9 WCN: COMPARATIVE METRICS 0.0% 0.5% 1.0% 1.5% 2.0% 2.5% 3.0% 2013 2014 2015 Price Growth WM
RSG WCN - 2.0% - 1.5% - 1.0% - 0.5% 0.0% 0.5% 1.0% 1.5% 2.0% 2.5% 2013 2014 2015 Volume Growth WM
RSG WCN 2015 Price + Volume Growth: Waste Connections => 4.8% Republic Services => 2.0% Waste
Management => - 1.3%

10 WCN: COMPARATIVE METRICS (cont.) 2015 EBITDA to Free Cash Flow Conversion: Waste Connections
=> 48 % Waste Management => 37% Republic Services => 29% 22.0% 24.0% 26.0% 28.0% 30.0% 32.0% 34.0%
36.0% 2013 2014 2015 Adjusted EBITDA* as % of Revenues WM RSG WCN 4.0% 6.0% 8.0% 10.0% 12.0% 14.0%
16.0% 18.0% 2013 2014 2015 Adjusted FCF* as % of Revenues WM RSG WCN * Non - GAAP measures, as
defined by companies, excluding divestitures.

11 WCN: FINANCIAL HIGHLIGHTS \$0 \$50 \$100 \$150 \$200 \$250 \$300 \$350 \$400 2011 2012 2013 2014 2015
 2016e \$ Millions Adjusted Free Cash Flow* FCF FCF as % of Revenue 25.0% 27.0% 29.0% 31.0% 33.0% 35.0%
 \$250 \$375 \$500 \$625 \$750 2011 2012 2013 2014 2015 2016e \$ Millions Adjusted EBITDA* EBITDA EBITDA as
 % of Revenue \$0.00 \$0.50 \$1.00 \$1.50 \$2.00 \$2.50 \$3.00 \$3.50 2011 2012 2013 2014 2015 2016e Adjusted
 FCF/Share* FCF/share \$800 \$1,000 \$1,200 \$1,400 \$1,600 \$1,800 \$2,000 \$2,200 2011 2012 2013 2014 2015 2016e \$
 Millions Revenue _____ 2016e reflects midpoint of
 February 9, 2016 guidance. * A Non - GAAP measure; see appendix for reconciliation tables.

12 Q1 2016 FINANCIAL HIGHLIGHTS Revenue: \$514.7 million, in - line with our outlook Solid waste price + volume growth => 5.9% Volumes 90 bps better than expected Double - digit landfill tonnage increases Strong increases in commercial and roll - off collection activity Solid waste strength offset continuing weakness in E&P waste activity Adjusted EBITDA: \$169.7 million => 33.0% of revenues, or 20 bps above our outlook Solid waste margins up 30 bps YoY despite dilutive leap year impact Adjusted Free Cash Flow : \$113.6 million => 22.1% of revenue Safety “Drive to Zero” => achieved record low incident rate during the quarter

13 Q2 2016 TRENDS (as of April 28th) Timing of BIN closing in the period and transaction - related expenses will impact Q2 results. Expect legacy WCN in Q2 to report: Solid waste price + volume growth of at least 4%; E&P waste - related revenue between \$25 million and \$30 million; Sequential revenue growth of approximately 6% over Q1; and Sequential adjusted EBITDA margin expansion of about 70bps over Q1. If merger closes June 1st, BIN could contribute an incremental \$160 million to \$170 million of revenue at an estimated 25% to 25.5% adjusted EBITDA margin. Excludes synergies, acquisition - related expenses and integration costs. Related D&A percentage will be finalized after allocation of purchase price is completed for accounting purposes.

14 WCN + BIN: A COMPELLING COMBINATION

15 COMPELLING FOR SHAREHOLDERS Brings together complementary footprints under WCN's proven management team with long - term record of shareholder value creation Retains WCN's commitment to differentiated strategy Expect to divest 15% - 20% of BIN's U.S. revenue to maintain WCN's strategic differentiation Combined year 1 revenue of \$4+ billion, adjusted EBITDA between \$1.25 billion and \$1.3 billion, and more than \$610 million of adjusted FCF More than 15% accretion in year 1 adjusted FCF per share Expected to generate approximately \$50 million in SG&A cost savings with additional upside from: Longer - term safety and operational improvements; Recovery of the Canadian dollar off January lows; Improvements in core pricing strategies within their U.S. markets; and Divestiture of assets dilutive to current operating and FCF margins.

16 Stock - for - stock combination ~70% owned by WCN stockholders; ~30% BIN shareholders Expect dual listing on NYSE and TSX under ticker symbol 'WCN' Stockholder meetings May 26th ; closing expected as early as June 1st Combined company to be led by current WCN management team Board to include the five current members of WCN Board + two from BIN Structured as reverse merger with BIN (to be renamed Waste Connections) as the surviving entity Taxable to WCN stockholders Stock - for - stock transaction maintains strong credit profile and flexibility to fund future growth opportunities and return of capital to shareholders S&P and Fitch reaffirmed 'BBB+' and 'BBB' ratings, respectively WCN + BIN COMBINATION

17 COMPLEMENTARY FOOTPRINT 17 Legend Corporate HQ Regional HQ/Office Collection Transfer Disposal /
Landfill Recycling Intermodal E&P Transfer E&P Processing & Disposal

18 WCN: 10 - YEAR OUTPERFORMANCE 18 As of 5/2/16 319% 125% 115% 0 100 200 300 400 500 2006 2007
2008 2009 2010 2011 2012 2013 2014 2015 2016 WCN WM RSG S&P 500 S&P/TSX Composite Index 96% 51%

19 NON - GAAP RECONCILIATION SCHEDULES

Adjusted EBITDA* 2011 2012 2013 2014 2015 2016e Net Income (loss) 166,171 159,660 196,005 233,327 (94,694) 241,245 Plus (less): Income tax provision (benefit) 106,958 105,443 124,916 152,335 (31,592) 156,055 Plus: Interest Expense 44,520 53,037 73,579 64,674 64,236 66,000 Plus: Depreciation and Amortization 167,100 193,584 243,864 257,944 269,434 281,775 Plus: Closure and post-closure accretion 1,967 2,581 2,967 3,627 3,978 4,420 Plus: Impairments and other operating items 1,657 1,627 4,129 4,091 494,492 Less/Plus: Other expense (income), net (587) (1,993) (1,056) (1,067) 518 500 Gain from litigation settlement (3,551) Adjustments: Plus: Acquisition-related costs 1,744 6,415 1,946 2,147 4,235 Plus: Corporate relocation expenses 83 8,031 750 Plus: Loss of prior office leases 9,902 Plus: NEO equity grants 3,585 Adjusted EBITDA* 489,613 528,419 657,002 717,078 710,607 749,995 Revenues 1,505,366 1,661,618 1,928,795 2,079,166 2,117,287 2,210,000 Adjusted EBITDA* as % of Revenues 32.5% 31.8% 34.1% 34.5% 33.6% 33.9% NON-GAAP RECONCILIATION SCHEDULE (in thousands, except share and per share amounts) _____ *Adjusted EBITDA, a non - GAAP financial measure, is provided supplementally because it is widely used by investors as a performance and valuation measure in the solid waste industry. Other companies may calculate differently. 2016(e) reflects midpoint of February 9th outlook.

Adjusted Free Cash Flow* 2011 2012 2013 2014 2015 2016e Net cash provided by operating activities 388,170
416,327 484,061 545,077 576,999 596,700 Plus/Less: Change in book overdraft (227) 398 (110) (11) (89) - Plus:
Proceeds from disposal of assets 4,434 2,741 11,019 9,421 2,883 - Plus: Excess tax benefit associated with equity-
based compensation 4,763 5,033 3,765 7,518 2,069 - Less: Capital Expenditures (141,924) (153,517) (209,874)
(241,277) (238,833) (230,000) Less: Distributions to noncontrolling interests (675) (198) (198) (371) (42) (800)
Adjustments: Payment of contingent consideration recorded in earnings 5,059 1,074 Payment for termination of
corporate lease 9,690 Corporate office relocation 8,031 2,159 Tax effect (3,056) (3,992) Adjusted Free Cash Flow*
254,541 275,759 301,579 321,431 342,987 365,900 Revenues 1,505,366 1,661,618 1,928,795 2,079,166 2,117,287
2,210,000 Adjusted EBITDA* 489,613 528,419 657,002 717,078 710,607 749,995 Free Cash Flow* as a % of
Revenues 16.9% 16.6% 15.6% 15.5% 16.2% 16.6% Free Cash Flow* as a % of Adjusted EBITDA* 52.0% 52.2%
45.9% 44.8% 48.3% 48.8% Diluted shares outstanding 113,583,486 121,824,349 124,165,052 124,787,421
123,491,931 121,750,000 Free Cash Flow* Per Share 2.24\$ 2.26\$ 2.43\$ 2.58\$ 2.78\$ 3.01\$ NON-GAAP
RECONCILIATION SCHEDULE (in thousands, except share and per share amounts)

*Adjusted free cash flow, free cash flow as a % of revenue, free cash flow per share and adjusted EBITDA, non -
GAAP financial measures, are provided supplementally because they are widely used by investors as valuation and
liquidity measures. Other companies may calculate these metrics differently. 2016 (e) reflects midpoint of February
9th outlook.

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