

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) SUTHERLAND-YOEST, DAVID

Business or Residence Address (Number and Street, City, State, Zip Code)
1005 SKYVIEW DRIVE, SUITE 221, BURLINGTON, ONTARIO L7P 5B1

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) SUTHERLAND, STANLEY A.

Business or Residence Address (Number and Street, City, State, Zip Code) 1005 SKYVIEW DRIVE, SUITE 221, BURLINGTON, ON L7P 5B1

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) ABRAMS, HILLEL J.

Business or Residence Address (Number and Street, City, State, Zip Code) 1005 SKYVIEW DRIVE, SUITE 221, BURLINGTON, ON L7P 5B1

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) BOOTHE, GEORGE

Business or Residence Address (Number and Street, City, State, Zip Code) 1005 SKYVIEW DRIVE, SUITE 221, BURLINGTON, ON L7P 5B1

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) DURKIN III, THOMAS E.

Business or Residence Address (Number and Street, City, State, Zip Code) 1005 SKYVIEW DRIVE, SUITE 221, BURLINGTON, ON L7P 5B1

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) HENK, LARRY D.

Business or Residence Address (Number and Street, City, State, Zip Code) 1005 SKYVIEW DRIVE, SUITE 221, BURLINGTON, ON L7P 5B1

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) FORRESTAL, BRIAN J.

Business or Residence Address (Number and Street, City, State, Zip Code) 1005 SKYVIEW DRIVE, SUITE 221, BURLINGTON, ON L7P 5B1

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) GRAHEK, E. JOY

Business or Residence Address (Number and Street, City, State, Zip Code) 1005 SKYVIEW DRIVE, SUITE 221, BURLINGTON, ON L7P 5B1

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) HULLIGAN, WILLIAM P.

Business or Residence Address (Number and Street, City, State, Zip Code) 1005 SKYVIEW DRIVE, SUITE 221, BURLINGTON, ON L7P 5B1

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) PARNHAM, SHAWN

Business or Residence Address (Number and Street, City, State, Zip Code) 1005 SKYVIEW DRIVE, SUITE 221, BURLINGTON, ON L7P 5B1

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) RUBIN, RONALD L.

Business or Residence Address (Number and Street, City, State, Zip Code) 1005 SKYVIEW DRIVE, SUITE 221, BURLINGTON, ON L7P 5B1

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) CAIRNS, IVAN R.

Business or Residence Address (Number and Street, City, State, Zip Code) 1005 SKYVIEW DRIVE, SUITE 221, BURLINGTON, ON L7P 5B1

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) DEGROOTE, GARY W.

Business or Residence Address (Number and Street, City, State, Zip Code) C/O GWD MANAGEMENT INC., 1455 LAKESHORE ROAD, SUITE 201N, BURLINGTON, ONTARIO, CANADA L7S 2J1

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) LAWRENCE, JOHN R.

Business or Residence Address (Number and Street, City, State, Zip Code) 1005 SKYVIEW DRIVE, SUITE 221, BURLINGTON, ON L7P 5B1

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) MATELICH, GEORGE E.

Business or Residence Address (Number and Street, City, State, Zip Code) 1005 SKYVIEW DRIVE, SUITE 221, BURLINGTON, ON L7P 5B1

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) REMILLARD, LUCIEN

Business or Residence Address (Number and Street, City, State, Zip Code) C/O PLACEMENTS ST-MATHIEU INC., 85 ST. PAUL STREET WEST, MONTREAL, QUEBEC, CANADA H2Y 3V4

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) SANDERS, DON A.

Business or Residence Address (Number and Street, City, State, Zip Code) C/O SANDERS MORRIS HARRIS INC., 600 TRAVIS STREET, SUITE 3100, HOSUTON, TX 77002

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No
 Answer also in Appendix, Column 2, if filing under ULOE. [X] []
2. What is the minimum investment that will be accepted from any individual?..... No minimum
3. Does the offering permit joint ownership of a single unit? Yes No
 [] [X]
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual) N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
 (Check "All States" or check individual States) [] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
 (Check "All States" or check individual States) [] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
 (Check "All States" or check individual States) [] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero."
 If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ _____	\$ _____
Equity.....	\$ 25,025,000	\$ 25,025,000
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ _____	\$ _____
Partnership Interests.....	\$ _____	\$ _____
Other (Specify _____).	\$ _____	\$ _____
Total.....	\$ 25,025,000	\$ 25,025,000

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	25	\$ 24,500,916
Non-accredited Investors	6	\$ 524,084
Total (for filings under Rule 504 only)	_____	\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505.....	_____	\$ _____
<u>Regulation A</u>	_____	\$ _____
Rule 504.....	_____	\$ _____
Total.....	N/A	\$ N/A

4.a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ _____
Legal Fees.....	<input type="checkbox"/>	\$ _____
Accounting Fees.....	<input type="checkbox"/>	\$ _____
Engineering Fees.....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ _____
Other Expenses (identify).....	<input type="checkbox"/>	\$ _____
Total.....	<input type="checkbox"/>	\$ 0

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

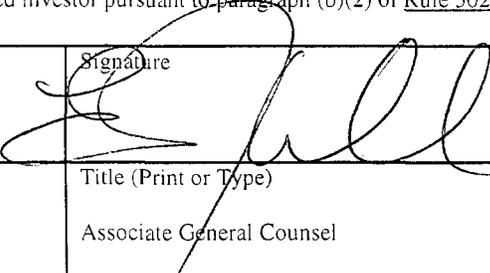
b. Enter the difference between the aggregate offering price given in response to Part C-Question 1 and total expenses furnished in response to Part C-Questions 4.a.
 This difference is the "adjusted gross proceeds to the issuer."..... \$ 25,025,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C-Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees.....	[] \$ _____	[] \$ _____
Purchase of real estate.....	[] \$ _____	[] \$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	[] \$ _____	[] \$ _____
Construction or leasing of plant buildings and facilities.....	[] \$ _____	[] \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....	[] \$ _____	[] \$ _____
Repayment of indebtedness.....	[] \$ _____	[] \$ <u>25,025,000</u>
Working capital.....	[] \$ _____	[] \$ _____
Other (specify): _____	[] \$ _____	[] \$ _____
Column Totals.....	[] \$ _____	[] \$ <u>25,025,000</u>
Total Payments Listed (column totals added).....	[] \$ <u>25,025,000</u>	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Capital Environmental Resource Inc.	Signature 	Date March 3, 2004
Name of Signer (Print or Type) E. Joy Grahek	Title (Print or Type) Associate General Counsel	

ATTENTION

Intentional misstatements or omissions of fact constitute federal crime violations. (See 18 U.S.C. 1001.)