

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

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF TERRACE BAY PULP INC.

Applicant

**MOTION RECORD
(Returnable July 27, 2010)**

July 20, 2010

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Court File No. CV-09-8062-00CL

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

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

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF TERRACE BAY PULP INC.**

Applicant

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TAB 1

Court File No. CV-09-8062-00CL

**ONTARIO
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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 A PLAN OF COMPROMISE OR
ARRANGEMENT OF TERRACE BAY PULP INC.

Applicant

**NOTICE OF MOTION
(Returnable July 27, 2010)**

Terrace Bay Pulp Inc. (the "Applicant"), will make a motion to a Judge presiding over the Commercial List on Tuesday, July 27, 2010, at 10:00 a.m., or as soon after that time as the motion can be heard, at the Court House, 330 University Avenue, 8th Floor, Toronto, Ontario.

PROPOSED METHOD OF HEARING: The motion is to be heard

- ☐ in writing under subrule 37.12.1(1)
- ☐ in writing as an opposed motion under subrule 37.12.1(4);
- ☒ orally.

THE MOTION IS FOR an Order substantially in the form as attached hereto as
Schedule "A":

- (a) abridging the time for service of the Notice of Motion, the Sixteenth Report of the Monitor, Ernst & Young Inc. (the "Monitor") dated July 6, 2010, (the "Sixteenth Report"), the Monitor's Seventeenth Report, to be filed (the "Seventeenth

Report”) and the Motion Record and declaring that the motion is properly returnable on Tuesday, July 27, 2010;

- (b) approving and sanctioning the Applicant’s second amended and restated plan of compromise and arrangement dated June 25, 2010 (as amended, restated or replaced from time to time, the “Plan”);
- (c) authorizing and directing the implementation of the Plan by the Applicant and the Monitor;
- (d) declaring that the Applicant has complied with the provisions of the *Companies’ Creditors Arrangement Act* (Canada) R.S.C. 1985, c. C-36 (the “CCAA”), the Orders of the Court in these CCAA proceedings (the “CCAA Proceedings”) and that the Plan is fair and reasonable;
- (e) declaring that the meetings of the creditors of the Applicant held on: (i) June 28, 2010 in respect of the Unsecured Class (as defined in the Plan) (the “Creditors’ Meeting”); and (ii) June 30, 2010 in respect of the Township Class (as defined in the Plan) (the “Township Meeting”), were duly called, held and conducted in conformity with the CCAA and in accordance with all other Order of the Court in these proceedings, including the provisions of the Creditors’ Meeting Order dated May 31, 2010 (the “Creditors’ Meeting Order”) and the Order dated June 29, 2010, as applicable;
- (f) approving the activities and conduct of the Monitor in relation to the Applicant, the CCAA Proceedings, and in conducting and administering the Creditors’ Meeting and the Township Meeting, and approving the Sixteenth Report, the Seventeenth Report and the activities of the Monitor as described therein;
- (g) extending the Stay Period (as defined in the Initial Order of the Honourable Mr. Justice Morawetz dated March 11, 2009) to and including August 31, 2010; and

- (h) such further and other relief as the Applicant may request and this Honourable Court shall deem just.

THE GROUNDS FOR THE MOTION ARE:

- (a) the reasons described in the Sixteenth Report, Seventeenth Report and the affidavit of Russell York sworn July 20, 2010 (the "York Affidavit");
- (b) Section 11 of the CCAA; and
- (c) such further and other grounds as counsel may advise.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

- (a) The Sixteenth Report;
- (b) The Seventeenth Report;
- (c) The York Affidavit; and
- (d) such other materials as counsel may advise and this Honourable Court permit.

July 20, 2010

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