IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	CHAPTER 15
GRANT FOREST PRODUCTS INC., *et al.*,[1]	Case No. 10-11132
Debtors in Foreign Proceedings.	Joint Administration Proposed

MONITOR'S MOTION FOR ORDER (I) SPECIFYING FORM AND MANNER OF SERVICE OF NOTICE OF FILING OF PETITIONS AND OTHER PLEADINGS PURSUANT TO CHAPTER 15 OF THE BANKRUPTCY CODE, AND (II) SCHEDULING A HEARING ON CHAPTER 15 PETITIONS FOR RECOGNITION AND FOR APPROVAL OF THE SALE OF CERTAIN ASSETS

Ernst & Young Inc. ("**E&Y**"), as court-appointed monitor (the "**Monitor**") and foreign representative of Grant Forest Products Inc. and its affiliated captioned debtors (collectively, the "**Debtors**") in a proceeding (the "**CCAA Proceeding**") under Canada's *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), before the Ontario Superior Court of Justice (Commercial List) (the "**CCAA Court**"), moves this Court (the "**Motion**") for entry of an order: (i) specifying the form and manner of service of notice of filing the Debtors' petitions and all related pleadings filed pursuant to chapter 15 of the Bankruptcy Code, and (ii) setting a hearing on *Monitor's Motion for Entry of an Order Granting Recognition and Relief in Aid of Foreign Main Proceeding Pursuant to 11 U.S.C. §§ 1515, 1517, and 1520* (the "**Recognition Motion**") and *Monitor's Motion Pursuant to Sections 363, 1501, 1507, 1520, 1521, and 105(a) of the Bankruptcy Code and Bankruptcy Rules 2002, and 6004 for an Order (a) Affirming and Enforcing the Order of the Canadian Court Approving the Sale of Certain*

[1] The affiliated cases proposed to be jointly administered along herewith are the following debtors: Grant Forest Products Inc., Grant Forest Products Sales Inc., Grant Alberta Inc., Grant U.S. Holdings GP, Southeast Properties LLC, Grant Clarendon LP, Grant Allendale LP, Grant US Sales Inc., Grant Newco LLC, and Grant Excluded GP.

Assets and Such Other Related Relief and (b) Separately, (i) Authorizing and Approving the Sale of Assets and (ii) Granting Other Related and Further Relief (the "**US Sale Approval Motion**"). In support thereof, the Monitor respectfully represents and states as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. §157(b)(2)(P). Venue for this proceeding is proper before this Court pursuant to 28 U.S.C. § 1410.

BACKGROUND

2. The Monitor commenced the Debtors' chapter 15 cases pursuant to section 1504 of title 11 of the United States Code (the "**Bankruptcy Code**") by filing contemporaneously herewith the Debtors' chapter 15 petitions, accompanied by all certifications, statements, lists and documents required pursuant to section 1515 of the Bankruptcy Code and Rule 1007(a)(4) of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"). The Monitor seeks recognition of and relief necessary to aid the CCAA Proceeding, including recognition and adoption of the Canadian Sale Approval Order (as defined below), and independent authority from this Court for the Debtors and Georgia-Pacific LLC and certain of its affiliates ("**Georgia-Pacific**") to engage in a transaction whereby Georgia-Pacific will purchase certain of the Debtors' assets (the "**Proposed Sale**").

3. As set forth in the Monitor's Recognition Motion, the *Declaration of Peter Lynch in Support of (I) Monitor's Motion for Entry of an Order Granting Recognition and Relief in Aid of Foreign Main Proceeding Pursuant to 11 U.S.C. §§ 1515, 1517, and 1520; (II) Monitor's Motion for Joint Administration; and (III) Monitor's Motion for Ex Parte and Provisional Relief Pursuant to 11 U.S.C. §§ 105(a), 1519, and 1521* (the "**Lynch**

Declaration") filed contemporaneously herewith, the *Declaration of Alexander Morrison in Support of (I) Monitor's Motion for Entry of an Order Granting Recognition and Relief in Aid of Foreign Main Proceeding Pursuant to 11 U.S.C. §§ 1515, 1517, and 1520; (II) Monitor's Motion for Joint Administration; and (III) Monitor's Motion for Ex Parte and Provisional Relief Pursuant to 11 U.S.C. §§ 105(a), 1519, and 1521* ("**Morrison Declaration**"), filed contemporaneously herewith, and the *Memorandum of Law in Support of (I) Monitor's Motion for Entry of an Order Granting Recognition and Relief in Aid of Foreign Main Proceeding Pursuant to 11 U.S.C. §§ 1515, 1517, and 1520; (II) Monitor's Motion for Joint Administration; and (III) Monitor's Motion for Ex Parte Emergency Relief and Provisional Relief Pursuant to 11 U.S.C. §§ 105(a), 1519, and 1521* ("**Memorandum**"), [2] filed contemporaneously herewith, certain of the Debtors applied for protection under the CCAA. The CCAA Court entered its initial order (the "**Initial Order**") on June 25, 2009. Pursuant to the Initial Order, E&Y was appointed Monitor of certain of the Debtors.

4. Debtors are obligated as borrowers or guarantors under two collective levels of primary secured debt (the "**First Lien Debt**" and "**Second Lien Debt**", respectively). The First Lien Debt is held by certain entities ("**First Lien Lenders**") who are represented by their agent, The Toronto-Dominion Bank and a related entity, Toronto-Dominion (Texas) LLC ("**First Lien Lenders' Agent**"). The holders of the Second Lien Debt ("**Second Lien Lenders**") are represented by their agent, The Bank of New York Mellon ("**Second Lien Lenders' Agent**").[3]

5. Pursuant to certain authority granted to the First Lien Lenders' Agent by an agreement entered into with the Second Lien Lenders' Agent and approved by the Debtors, the

[2] Capitalized terms not defined herein shall have the same meaning as provided in the Memorandum.

[3] The Toronto-Dominion Bank and a related entity, The Toronto-Dominion (Texas) LLC, were originally the agents for the Second Lien Lenders but, before the commencement of the CCAA Proceeding, resigned that position and transferred their interest in respect thereto to The Bank of New York Mellon as the replacement agent for the Second Lien Lenders.

First Lien Lenders' Agent moved the CCAA Court to add the remaining Debtors as parties to the CCAA Proceeding. On March 31, 2010, the CCAA Court entered an order adding the remaining Debtors to the CCAA Proceeding ("**Supplemental Initial Order**"). Accordingly, all of the above-captioned Debtors are parties in the CCAA Proceeding. The Supplemental Initial Order further appoints the Monitor as Debtors' foreign representative, and expressly authorizes and directs the Monitor to commence these chapter 15 cases.

6. Additionally, the Debtors moved the CCAA Court for an order (i) approving the process whereby Debtors' assets were offered for sale, and, (ii) among other things, approving the Proposed Sale. The CCAA Court granted the Debtors' motion on March 31, 2010, thereby approving the Proposed Sale ("**Canadian Sale Approval Order**"). True and correct copies of the Initial Order and Supplemental Initial Order are attached to the Morrison Declaration as Exhibits A and B, respectively. The Canadian Sale Approval Order is attached as Exhibit C to the Morrison Declaration.

7. Other than the liens and claims of the First Lien Lenders' Agent, the First Lien Lenders, the Second Lien Lenders' Agent, the Second Lien Lenders, and certain claims owing to affiliates of Grant Forest Products Inc. ("**Grant Forest**"), the claims of the other creditors of the U.S. Applicants, [4] other than claims owing by Grant U.S. Holdings GP ("**Grant Holdings**"),[5] will not be compromised, reduced or adversely affected simply as a result of the Proposed Sale.

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[4] The U.S. Applicants are certain of the Debtors organized under Delaware law, and include Grant U.S. Holdings GP, Southeast Properties LLC, Grant Clarendon LP, Grant Allendale LP, Grant US Sales Inc., Grant Newco LLC, and Grant Excluded GP ("**U.S. Applicants**").

[5] Pursuant to the Canadian Order, all liens, claims and encumbrances against Grant Holdings' partnership interests, which are being purchased by Georgia-Pacific, were released, discharged and expunged. Upon information and belief, the Monitor and the Debtors believe that the only creditors of Grant Holdings were the First Lien Lenders' Agent, the First Lien Lenders, the Second Lien Lenders' Agent, the Second Lien Lenders, and certain affiliates of Grant Forest.

8. The Monitor now seeks provisional relief pending recognition of the CCAA Proceeding, recognition of the CCAA Proceeding, recognition and adoption of the Canadian Sale Approval Order, and independent authority for Debtors and Georgia-Pacific to consummate the Proposed Sale.

RELIEF REQUESTED

9. By this Motion, the Monitor respectfully requests the entry of an order ("**Notice Order**"), substantially in the form attached hereto as **Exhibit A**, (i) approving the notice substantially in the form annexed hereto as **Exhibit B** (the "**Notice**") of the chapter 15 petitions, the Recognition Motion, the US Sale Approval Motion, and other related pleadings (collectively, the "**Supporting Documents**"); (ii) approving the notice to the Debtors' employees substantially in the form annexed hereto as **Exhibit C** (the "**Employee Notice**"); (iii) setting a hearing on the relief sought in the Recognition Motion and the US Sale Approval Motion ("**Recognition and Sale Hearing**"); and (iv) setting 4:00 p.m. (Eastern Time) on the fifth business day prior to the Hearing Date as the deadline ("**Objection Deadline**") by which any responses or objections to the Recognition Motion or US Sale Approval Motion must be received.

10. Pursuant to Rule 2002(q), the Monitor proposes to serve any Order granting emergency provisional relief and the Notice by United States or Canadian mail, first class postage prepaid or by overnight courier, within three (3) business days of entry of the Notice Order, upon (a) all persons or bodies authorized to administer foreign proceedings of the Debtors; (b) all entities against whom provisional relief is being sought under section 1519 of the Bankruptcy Code (excepting employees, for the reasons explained below); (c) all parties to litigation pending in the United States in which any of the Debtors are parties at the time of the

filing of Debtors' chapter 15 petitions; (d) the United States Trustee; (e) the Debtors; (f) the First Lien Lenders' Agent; (g) the Second Lien Lenders' Agent; (h) all other known parties who claim interests in or liens upon the assets acquired by Georgia-Pacific in the Proposed Sale; (i) all governmental taxing authorities who have, or as a result of the sale, issuance, and transfer of the assets in the Proposed Sale may have, claims, contingent or otherwise, against any Debtor; (j) governmental pension, environmental and Medicare entities; (k) the Attorney General of the State of South Carolina; (l) the Attorney General of the United States; (m) the Internal Revenue Service; (n) the State of South Carolina taxing authority; (o) any other state, local, or municipal taxing authority; and (p) all parties who have requested notice (collectively, the "**Notice Parties**").

11. The Notice will notify the Notice Parties of the commencement of the Debtors' chapter 15 cases and related relief sought therein. The Notice will provide a website address at which interested parties may view all pleadings, an email address any interested party may use to obtain copies of the pleadings, and a telephone number interested parties may call to obtain copies of the pleadings. Further, the Notice will notify all parties of any Order granting emergency provisional relief.

12. Additionally, the Monitor proposes to serve by email and overnight courier all pleadings and other relevant notices upon the Debtors' counsel, counsel for secured creditors, principal parties that have appeared in the CCAA Proceeding, and any additional party requesting notices (the "**Master Service List**").

13. If any party files a notice of appearance in this case, the Monitor will serve any Order granting emergency provisional relief and the Notice upon such party within three (3) business days of the filing of such notice of appearance if such documents have not already

been served on such party (or its counsel) and shall add that party to the Master Service List for service of future pleadings and other relevant notices.

BASIS FOR RELIEF REQUESTED

I. Request to Approve Notice Pursuant to Bankruptcy Rules 9007 and 9008

14. The Monitor respectfully requests that the Notice be approved by this Court pursuant to Bankruptcy Rules 9007, 9008, and 2002(q), that the Court approve the manner of service of the Notice upon the Notice Parties by United States or Canadian mail, first class postage prepaid or by overnight courier, and that the Court approve the manner of service upon the parties listed in the Master Service List. Further, the Monitor proposes to serve any Order granting emergency provisional relief and the Notice on any interested party that becomes known to the Monitor thereafter by first class mail or overnight courier within three (3) business days of the Petition Date (or three (3) business days following the time a party is identified by the Monitor, whichever is later) and that this service be approved as adequate and sufficient notice of the Supporting Documents and the relief sought thereby.

15. Rule 2002(q)(1) provides that certain of the Notice Parties must be given at least twenty-one (21) days notice, by mail, of a hearing on the petition for recognition of a foreign proceeding. Rule 2002(a) similarly requires that certain of the Notice Parties must be given at least twenty-one (21) days notice, by mail, of a debtor's proposed lease, sale, or use of property pursuant to section 363 of the Bankruptcy Code. Rule 2002(m), in turn, provides that the Court, among other things, shall designate the form and manner in which notices shall be given, provided the Bankruptcy Rules do not otherwise specify the appropriate form and manner of such notice.

16. Rule 1011(b) provides, among other things, that a party objecting to a petition to commence an ancillary proceeding under chapter 15 of the Bankruptcy Code has twenty-one

(21) days from the date of service of the summons to respond thereto. Because the summons requirement of Rule 1010 does not apply to petitions for recognition of foreign main proceedings, *see* 9 COLLIER ON BANKRUPTCY, 1010[6] (Alan N. Resnick, *et al.* (15th ed. rev. 2006) and 2005 Advisory Committee Note to Fed. R. Bankr. P. 1010, the Monitor believes the reference to summons in Rule 1011(b) is inapplicable. Accordingly, the Monitor requests that the Court set a hearing on the Recognition Motion and the US Sale Approval Motion on a date approximately twenty-one (21) days after service thereof, preferably on or shortly after April 23, 2010, declare that no summons is required, and declare adequate the service of the Supporting Documents to the Notice Parties, as described above.

17. The Monitor further respectfully requests that the Court also require that objections or answers, if any, in response to the Supporting Documents be made in writing describing the basis therefore and the nature and extent of the respondent's interests in the Debtors' estates and shall be filed with the Court electronically and served upon: Troutman Sanders LLP, 600 Peachtree Street, Suite 5200, Atlanta, Georgia 30308, attn: Jeffrey W. Kelley; Stikeman Elliott LLP, 5300 Commerce Court West, 199 Bay Street, Toronto, ON, Canada M5L 1B9, attn: Kathy Mah; and Elliott Greenleaf, 1105 Market Street, Suite 1700, Wilmington, Delaware 19801, attn: Rafael X. Zahralddin-Aravena, all counsel to the Monitor, so as to be received on or before 4:00 p.m. Eastern Time, five (5) business days prior to the Hearing Date.

18. Section 1514(c) of the Bankruptcy Code states that when "a notification of commencement of a case is to be given to foreign creditors, such notification shall (1) indicate the time period for filing proofs of claim and specify the place for filing such proofs of claim; [and] (2) indicate whether secured creditors need to file proofs of claim. ..." 11 U.S.C. § 1514(c). It is not clear that section 1514 has any application in the context of an ancillary case

under chapter 15 of the Bankruptcy Code. As explained in Collier, the section is the "last in a series of sections dealing with the international aspects of cases under chapters other than chapter 15." 8 COLLIER ON BANKRUPTCY ¶ 1514.01 (Alan N. Resnick, *et al.* eds, 15th ed rev. 2006). In an abundance of caution, therefore, the Monitor respectfully requests that such requirements be waived in the instant matter, to the extent applicable.

19. Debtors have thousands of creditors, potential creditors, and other parties in interest, all of whom the Monitor would need to serve as Notice Parties. A shortened form of notice will significantly reduce the substantial administrative burden and cost that would otherwise be placed on the Debtors' estates.

20. Moreover, other than the liens and claims of the First Lien Lenders' Agent, the First Lien Lenders, the Second Lien Lenders' Agent, the Second Lien Lenders, and certain claims owing to affiliates of Grant Forest, the claims of the other creditors of the U.S. Applicants, other than claims owing by Grant Holdings,[6] will not be compromised, reduced or adversely affected simply as a result of the Proposed Sale. Thus, limited notice is reasonable under the circumstances.

21. Service of the Notice is adequate and sufficient notice and service of the Supporting Documents to all creditors, potential creditors, and other parties in interest. The Notice will notify the Notice Parties of the commencement of the Debtors' chapter 15 cases and related relief sought therein, as well as any Order granting emergency provisional relief.

[6] Pursuant to the Canadian Order, all liens, claims and encumbrances against Grant Holdings' partnership interests, which are being purchased by Georgia-Pacific, were released, discharged and expunged. Upon information and belief, the Monitor and the Debtors believe that the only creditors of Grant Holdings were the First Lien Lenders' Agent, the First Lien Lenders, the Second Lien Lenders' Agent, the Second Lien Lenders, and certain affiliates of Grant Forest.

Further, the Notice provides multiple, efficient ways for the Notice Parties to view and receive copies of all pleadings by providing a phone number, email address, and website.

22. Electronic service and overnight courier of the pleadings and other relevant notices upon the Master Service List is both efficient and effective. The parties on the Master Service List will immediately receive all pleadings and other relevant notices and will be able to plan accordingly. At the same time, Debtors' estates will not be burdened with the costs associated with copying and mailing all documents filed with the Court to a long list of parties.

23. Parties listed on the Master Service List have been informally notified of the Debtors' chapter 15 cases and relief sought therein. The Monitor has served on the Master Service List copies of all pleadings filed on the first day and the agenda for the hearing to consider all first day motions.

II. Request for Authority To Provide Notice of These Chapter 15 Proceedings to Debtors' Employees Through a Modified Procedure, In Lieu of Providing Names and Addresses For Them As Prescribed by Bankruptcy Rule 1007(a)(4)

24. In addition to the notice procedures stated above, the Monitor requests special modified procedures to provide notice to the Debtors' employees of the commencement of these chapter 15 proceedings and certain provisional relief sought therein. Federal Rule of Bankruptcy Procedure 1007(a)(4) provides that the Monitor must provide names and addresses to the Court of "all entities against whom provisional relief is being sought under § 1519 of the [Bankruptcy] Code." Because the Monitor seeks provisional relief, that would, among other things, enjoin any party from commencing or continuing any legal proceeding involving the Debtors or their assets, all of the Debtors' creditors are among those against whom the Monitor seeks section 1519 provisional relief. Each of the Debtors' approximately 515 employees is a potential creditor and, therefore, all of their employees fall within the scope of Bankruptcy Rule 1004(a)(7). As explained in more detail in the Lynch Declaration, the Morrison Declaration,

and the *Declaration of Alexander Morrison in support of Monitor's Motion Pursuant to Sections 363, 1501, 1507, 1520, 1521, and 105(a) of the Bankruptcy Code and Bankruptcy Rules 2002, and 6004 for an Order (a) Affirming and Enforcing the Order of the Canadian Court Approving the Sale of Certain Assets and Such Other Related Relief and (b) Separately, (i) Authorizing and Approving the Sale of Assets and (ii) Granting Other Related and Further Relief*, pursuant to the Proposed Sale, Georgia-Pacific intends for the business of the Additional Applicants[7] to continue as usual, with as little disruption as possible. With the exception of the liens and claims of the First Lien Lenders' Agent, the First Lien Lenders, the Second Lien Lenders' Agent, the Second Lien Lenders, and certain claims owing to affiliates of Grant Forest, the claims of the other creditors of the U.S. Applicants, other than claims owing by Grant Holdings,[8] will not be compromised, reduced or adversely affected simply as a result of the Proposed Sale. Accordingly, the Monitor submits that the Debtors' employees will not be adversely affected by the commencement of these chapter 15 cases and limited notice is warranted under these circumstances.

25. Moreover, the Monitor is concerned that public disclosure of so many individuals' names and addresses in a publicly accessible list jeopardizes employee privacy. In addition, if many of the Debtors' employees receive routine U.S. notice of the relief sought by the Monitor, without explanation or context, unnecessary confusion, possibly harmful to the Debtors' reorganization efforts, may result. Further, the costs associated with copying and mailing or otherwise serving all documents filed with the Court upon all 515 employees of the

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[7] Additional Applicants are the U.S. Applicants excluding Grant Holdings.

[8] Pursuant to the Canadian Order, all liens, claims and encumbrances against Grant Holdings' partnership interests, which are being purchased by Georgia-Pacific, were released, discharged and expunged. Upon information and belief, the Monitor and the Debtors believe that the only creditors of Grant Holdings were the First Lien Lenders' Agent, the First Lien Lenders, the Second Lien Lenders' Agent, the Second Lien Lenders, and certain affiliates of Grant Forest.

Debtors will impose an extraordinary and expensive administrative and economic burden on the Debtors' estate, the Court, and other parties in interest. Such a mass mailing will require the Debtors to divert their limited resources from reorganization efforts.

26. To alleviate these concerns, the Monitor requests the Court's approval of the following and the Employee Notice, in lieu of providing the Court with each of the Debtors' employees' names and addresses and in lieu of providing mail notice to the Debtors' employees:

> Within three (3) business days following entry of an order regarding this Motion, the Debtors shall post a notice of its Canadian and chapter 15 proceedings substantially similar to that attached hereto as Exhibit C in a conspicuous place at each of the Debtors' active facilities where employees routinely work. The notice shall, at a minimum, provide a short and plain description of the Debtors' insolvency cases in Canada and the United States; provide a method by which any employee can access all motions, orders, and other documents related to the proceedings, including the Debtors' request for provisional relief under section 1519; and provide a telephone number where routine questions about the Canadian and chapter 15 proceedings may be directed.

27. In a case with facts comparable to the Debtors' situation, this Court previously approved a similar form of notice and manner of service to employees. *See In re Fraser Papers Inc.*, Case No. 09-12123-KJC, Dkt. 59 (Bankr. D. Del. 2009).

NOTICE

28. The Monitor requests that the Court grant this Motion without notice to creditors. The Monitor will serve notice of the Order on the Notice Parties in the manner approved herein. In light of the nature of the relief requested, the Monitor submits, and requests, that this Court hold that no further notice is required.

29. Moreover, although the Monitor does not believe it is required by Federal Bankruptcy Rules or Local Rules, the Monitor has served on the Master Service List copies of

all pleadings filed on the first day and the agenda for the hearing to consider all first day motions.

NO PRIOR REQUEST

30. No prior request for the relief sought herein has been made to this or any other United States Court.

WHEREFORE, the Monitor respectfully requests (i) entry of an order in the form of the Proposed Order: (a) setting a hearing date on the Recognition Motion and the US Sale Approval Motion, and (b) approving the form of Notice and the manner of service of the Notice and the Supporting Documents; and (ii) granting the Monitor such other and further relief as may be just and proper.

Dated: March 31, 2010
Wilmington, Delaware

ELLIOTT GREENLEAF

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Exhibit A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	CHAPTER 15
GRANT FOREST PRODUCTS INC., *et al.*[1]	
	Case No. 10-11132
Debtors in Foreign Proceedings.	Joint Administration Proposed

ORDER (I) SPECIFYING FORM AND MANNER OF SERVICE OF NOTICE OF FILING OF PETITIONS AND OTHER PLEADINGS PURSUANT TO CHAPTER 15 OF THE BANKRUPTCY CODE AND (II) SCHEDULING A HEARING ON CHAPTER 15 PETITIONS FOR RECOGNITION AND FOR APPROVAL OF SALE OF CERTAIN ASSETS

Upon the Motion (the "**Motion**") of Ernst & Young Inc. ("**E&Y**"), as court-appointed monitor (the "**Monitor**") and foreign representative of Grant Forest Products Inc. and its affiliated captioned debtors (collectively, the "**Debtors**") in a proceeding under Canada's *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, before the Ontario Superior Court of Justice (Commercial List), for entry of an order specifying the form and manner of service, including by way of mailing of a notice (the "**Notice**") (annexed to the Motion as Exhibit B) and by service by email and overnight courier upon the parties listed in the Master Service List, as defined in the Motion, and the posting of an employee notice (the "**Employee Notice**") (annexed to the Motion as Exhibit C) of the Debtors' chapter 15 petitions, and documents related thereto, filed pursuant to chapter 15 of title 11 of the United States Code (the "**Bankruptcy Code**") commencing the Debtors' chapter 15 cases ancillary to a foreign proceeding and seeking recognition of such foreign proceeding as a "foreign main proceeding"

[1] The affiliated cases proposed to be jointly administered along herewith are the following debtors: Grant Forest Products Inc., Grant Forest Products Sales Inc., Grant Alberta Inc., Grant U.S. Holdings GP, Southeast Properties LLC, Grant Clarendon LP, Grant Allendale LP, Grant US Sales Inc., Grant Newco LLC, and Grant Excluded GP.

and relief in aid thereof, including approval of the transaction proposed therein; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. § 1410;

IT IS HEREBY ORDERED THAT:

1. The form of the Notice is hereby approved.

2. Any Order granting emergency provisional relief and the Notice shall be served by United States or Canadian mail, first-class postage prepaid or by overnight courier, within three (3) business days of the Petition Date, upon the Notice Parties, as defined in the Motion. [2]

3. All pleadings and other relevant notices shall be served by email and overnight courier upon the Master Service List, including service upon any party requesting to be added to the Master Service List.

4. If any party files a notice of appearance in this case, the Monitor shall serve any Order granting emergency provisional relief and the Notice upon such party within three (3) business days of the filing of such notice of appearance if such documents have not already been served on such party (or its counsel) and shall add that party to the Master Service List for service of future pleadings and other relevant notices.

5. Monitor shall serve any Order granting emergency provisional relief and the Notice on any interested party that becomes known to the Monitor thereafter by first class mail or overnight courier within three (3) business days of the Petition Date (or three (3) business days following the time a party is identified by the Monitor, whichever is later).

[2] All terms not defined herein shall have the meaning ascribed to them in the Motion.

6. Service of the Notice in accordance with this Order is hereby approved as adequate and sufficient notice and service of the chapter 15 petitions, the Recognition Motion, the US Sale Approval Motion, and the documents filed in support thereof (collectively, the "**Supporting Documents**") on all interested parties.

7. In lieu of including the names and addresses of all of the Debtors' employees on its Bankruptcy Rule 1007(a)(4) consolidated list and in lieu of providing mail notice to the Debtors' employees, the Debtors shall provide the following notice:

> Within three (3) business days of an order of this Court regarding this Motion, the Monitor shall post a notice of its Canadian and chapter 15 proceedings in a conspicuous place at each of the Debtors' facilities where employees routinely work. The notice shall, at a minimum, provide a short and plain description of the Debtors' insolvency cases in Canada and the United States; provide a method by which any employee can access all motions, orders, and other documents related to the proceedings, including the Debtors' request for provisional relief under section 1519; and provide a telephone number where routine questions about the Canadian and chapter 15 proceedings may be directed.

8. Objections or answers, if any, in response to the Supporting Documents must be in writing describing the basis therefore and the nature and extent of the respondent's interests in the Debtors' estates and shall be filed with the Court electronically or with the Clerk of the United States Bankruptcy Court, 824 Market Street, Wilmington, Delaware 19801, and served upon Troutman Sanders LLP, 600 Peachtree Street, Suite 5200, Atlanta, Georgia 30308, attn: Jeffrey W. Kelley; Stikeman Elliott LLP, 5300 Commerce Court West, 199 Bay Street, Toronto, ON, Canada M5L 1B9, attn: Kathy Mah; and Elliott Greenleaf, 1105 Market Street, Suite 1700, Wilmington, Delaware 19801, attn: Rafael X. Zahralddin-Aravena, all counsel to the Monitor, so as to be received on or before ________ p.m. Eastern Time, ___________ ____, 2010.

7. A hearing on the relief sought in the Recognition Motion and the US Sale Approval Motion as well as motions or answers, if any, in response to the Supporting

Documents shall be held on __________ 2010 at ___:_____ ____. m., Eastern Time, or as soon thereafter as counsel shall be heard, in Room _______of the United States Bankruptcy Court, 824 Market Street, Wilmington, Delaware 19801.

8. All notice requirements specified in section 1514(c) of the Bankruptcy Code are hereby waived.

9. Bankruptcy Rule 1010 does not apply to the Debtors' petitions seeking recognition of a foreign main proceeding and, accordingly, the summons requirement in Bankruptcy Rule 1011(b) is inapplicable.

10. Service pursuant to this Order shall be good and sufficient service and adequate notice of the hearing to consider the chapter 15 petitions, the Monitor's Recognition Motion and the Monitor's US Sale Approval Motion. The provisions of section 1514(c) regarding notification of foreign creditors of the time and place (and with respect to secured creditors, the need) for filing proofs of claim is inapplicable to this proceeding.

11. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

Dated: _______________, 2010
Wilmington, Delaware

____
THE HONORABLE _______________________
UNITED STATES BANKRUPTCY JUDGE

Exhibit B

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: GRANT FOREST PRODUCTS INC., *et al.*,[1] Debtors in Foreign Proceedings.	CHAPTER 15 Case No. 10-11132 Joint Administration Proposed

NOTICE OF FILING AND HEARINGS UNDER CHAPTER 15
OF THE UNITED STATES BANKRUPTCY CODE

PLEASE TAKE NOTICE, on March 31 2010, Ernst & Young Inc. ("E&Y") as court-appointed monitor ("Monitor") and foreign representative of Grant Forest Products Inc. and its affiliated captioned debtors (collectively, the "Debtors"), in a proceeding under Canada's *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, before the Ontario Superior Court of Justice (Commercial List) ("CCAA Proceeding"), filed petitions under chapter 15 of title 11 of the United States Code commencing the Debtors' chapter 15 cases ancillary to the CCAA Proceeding. The Monitor has filed its *Motion for Entry of an Order Granting Recognition and Relief in Aid of Foreign Main Proceeding Pursuant to 11 U.S.C. §§ 1515, 1517, and 1520* ("Recognition Motion"), seeking recognition of such foreign proceeding as a "foreign main proceeding" and relief in aid of the CCAA Proceeding in the United States Bankruptcy Court for the District of Delaware (the "Court") with respect to the Debtors.

PLEASE TAKE FURTHER NOTICE, that the Monitor has filed its *Motion Pursuant to Sections 363, 1501, 1507, 1520, 1521, and 105(a) of the Bankruptcy Code and Bankruptcy Rules 2002, and 6004 for an Order (a) Affirming and Enforcing the Order of the Canadian Court Approving the Sale of Certain Assets and Such Other Related Relief and (b) Separately, (i) Authorizing and Approving the Sale of Assets and (ii) Granting Other Related and Further Relief* ("US Sale Approval Motion"), wherein the Monitor seeks recognition of an order entered in the CCAA Court approving the sale of certain of the Debtors' assets and the Monitor seeks independent approval of the sale.

PLEASE TAKE FURTHER NOTICE, that copies of the Official Form Chapter 15 Petitions, along with **(A)** the list required to be filed with the Chapter 15 Petitions pursuant to Bankruptcy Rule 1007(a)(4); **(B)** the *Statement of Foreign Representative* of the foreign proceeding required to be filed pursuant to Bankruptcy Code section 1515; **(C)** *Monitor's Motion for Entry of an Order Granting Recognition and Relief in Aid of Foreign Main Proceeding Pursuant to 11 U.S.C. §§ 1515, 1517, and 1520*; **(D)** *Monitor's Motion for Ex Parte Emergency Relief and*

[1] The affiliated cases proposed to be jointly administered along herewith are the following debtors: Grant Forest Products Inc., Grant Forest Products Sales Inc., Grant Alberta Inc., Grant U.S. Holdings GP, Southeast Properties LLC, Grant Clarendon LP, Grant Allendale LP, Grant US Sales Inc., Grant Newco LLC, and Grant Excluded GP.

Law in Support of (I) Monitor's Motion for Entry of an Order Granting Recognition and Relief in Aid of Foreign Main Proceeding Pursuant to 11 U.S.C. §§ 1515, 157, and 1520; (II) Monitor's Motion for Joint Administration; and (III) Monitor's Motion for Ex Parte and Provisional Relief Pursuant to 11 U.S.C. §§ 105(a), 1519, and 1521; **(F)** the *Declaration of Peter Lynch in Support of (I) Monitor's Motion for Entry of an Order Granting Recognition and Relief in Aid of Foreign Main Proceeding Pursuant to 11 U.S.C. §§ 1515, 1517, and 1520; (II) Monitor's Motion for Joint Administration; and (III) Monitor's Motion for Ex Parte Emergency Relief and Provisional Relief Pursuant to 11 U.S.C. §§ 105(a), 1519 and 1521*; **(G)** the *Declaration of Alexander Morrison of E&Y in Support of (I) Monitor's Motion for Entry of an Order Granting Recognition and Relief in Aid of Foreign Main Proceeding Pursuant to 11 U.S.C. §§ 1515, 1517, and 1520; (II) Monitor's Motion for Joint Administration; and (III) Monitor's Motion for Ex Parte Emergency Relief and Provisional Relief Pursuant to 11 U.S.C. §§ 105(a), 1519 and 1521*; **(H)** the *Declaration of Alexander Morrison in support of the U.S. Sale Approval Motion*, **(I)** the *Temporary Restraining Order and Interim Order Authorizing Emergency Relief*; and **(J)** the *Scheduling Order*, as defined below, (collectively, the "Supporting Documents", which were filed in support of and contemporaneously with the Chapter 15 Petitions), are available by (i) calling 1-877-533-6946, a telephone line established by the Monitor; (ii) accessing the Monitor's website at www.ey.com/ca/gfp; or (iii) contacting Sabrina Fitze, Troutman Sanders LLP, at sabrina.fitze@troutmansanders.com or 404-885-3969.

PLEASE TAKE FURTHER NOTICE, that pursuant to the *Monitor's Motion for Ex Parte Emergency Relief and Provisional Relief Pursuant to 11 U.S.C. §§ 105(a), 1519, and 1521*, the Monitor seeks to stay proceedings and actions against the Debtors, and seeks make any provision of the type described in 11 U.S.C. § 365(e) unenforceable against the Debtors until such time as an order is entered on the Recognition Motion. The Court has scheduled a hearing on ____________, 2010 at _:_ _.m. Eastern Time before the Honorable _______________ in Room ________ of the United States Bankruptcy Court, 824 North Market Street, Third Floor, Wilmington, Delaware 19801 to consider any unresolved objections to the foregoing Motion (the "Provisional Relief Hearing"). The Provisional Relief Hearing will not be held if there are no objections to the relief requested therein.

PLEASE TAKE FURTHER NOTICE, that any party in interest wishing to submit a response or objection to the injunctive relief sought by the Monitor must do so pursuant to the Bankruptcy Code and the Local and Federal Rules of Bankruptcy Procedure, including, without limitation, Rule 1011 of the Federal Rules of Bankruptcy Procedure, in writing and setting forth the bases therefore and the nature and extent of the respondent's interests in the Debtors' estates, and such response or objection must be filed with the Office of the Clerk of the Court, 824 Market Street, Third Floor, Wilmington, Delaware 19801, and served upon: Troutman Sanders LLP, 600 Peachtree Street, Suite 5200, Atlanta, Georgia 30308 (Attention: Jeffrey W. Kelley, counsel to the Monitor); Stikeman Elliott LLP, 5300 Commerce Court West, 199 Bay Street, Toronto, ON, Canada M5L 1B9 (Attention: Kathy Mah, counsel to the Monitor); and Elliott Greenleaf, 1105 Market Street, Suite 1700, Wilmington, Delaware 19801 (Attention: Rafael X. Zahralddin-Aravena, counsel to the Monitor), so as to be received by them no later than 4:00 p.m. Eastern Time,_______ , 2010.

PLEASE TAKE FURTHER NOTICE, that pursuant to the *Order (I) Specifying Form and Manner of Service of Notice of Filing of Petitions and Other Pleadings Pursuant to Chapter 15 of the Bankruptcy Code and (II) Scheduling a Hearing on Chapter 15 Petitions for Recognition and for Approval of Sale of Certain Assets*, dated __________,2010 (the "Order") the Bankruptcy Court has scheduled a hearing on ___________, 2010 at ___:___ __.m. Eastern Time before the Honorable _______________ in Room ______ of the United States Bankruptcy Court, 824 North Market Street, Third Floor, Wilmington, Delaware 19801 to consider the recognition of the CCAA Proceeding and the approval of sale of certain assets (as further described in the Supporting Documents)(the "Recognition and Sale Hearing", and with the Provisional Relief Hearing, the "Hearings").

PLEASE TAKE FURTHER NOTICE, that any party in interest wishing to submit a response or objection to the Chapter 15 Petitions, the relief sought in the Recognition Motion, or the relief sought in the US Sale Approval Motion, must do so pursuant to the Bankruptcy Code and the Local and Federal Rules of Bankruptcy Procedure, including, without limitation, Rule 1011 of the Federal Rules of Bankruptcy Procedure, in writing and setting forth the bases therefore and the nature and extent of the respondent's interests in the Debtors' estates, and such response or objection must be filed with the Office of the Clerk of the Court, 824 Market Street, Third Floor, Wilmington, Delaware 19801, and served upon: Troutman Sanders LLP, 600 Peachtree Street, Suite 5200, Atlanta, Georgia 30308 (Attention: Jeffrey W. Kelley, counsel to the Monitor); Stikeman Elliott LLP, 5300 Commerce Court West, 199 Bay Street, Toronto, ON, Canada M5L 1B9 (Attention: Kathy Mah, counsel to the Monitor); and Elliott Greenleaf, 1105 Market Street, Suite 1700, Wilmington, Delaware 19801 (Attention: Rafael X. Zahralddin-Aravena, counsel to the Monitor), so as to be received by them no later than 4:00 p.m. Eastern time,_______ , 2010.

PLEASE TAKE FURTHER NOTICE, that all parties in interest opposed to the Chapter 15 Petitions, the Provisional Relief Motion, the Recognition Motion, or the US Sale Approval Motion, must be at and appear at the Hearings at the time and place set forth above.

PLEASE TAKE FURTHER NOTICE, that the Hearings may be adjourned from time to time without further notice other than an announcement in open court at the Hearings of the adjourned date or dates or any further adjourned hearing.

PLEASE TAKE FURTHER NOTICE, that if no response or objection is timely filed and served as provided above the Bankruptcy Court may grant the relief requested by the Monitor without further notice or hearing. Copies of the Chapter 15 Petitions and the Supporting Documents will be made available upon request at the Office of Monitor's Counsel at Troutman Sanders LLP, 600 Peachtree Street, Suite 5200, Atlanta, Georgia 30308 (Attention: Sabrina Fitze).

Dated: ____________, 2010
Wilmington, Delaware

ELLIOTT GREENLEAF

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Attorneys for Ernst & Young Inc., Monitor and Foreign Representative of the Debtors

Exhibit C

NOTICE TO EMPLOYEES OF GRANT FOREST PRODUCTS INC., *et al.*[1]

GRANT FOREST COMMENCES FORMAL RESTRUCTURING PROCESS

On June 25, 2009, Grant Forest and certain of its subsidiaries (collectively, "Grant Forest") applied for protection from its creditors under the *Companies' Creditors Arrangement Act* (the "CCAA"). The CCAA is a Canadian statute available to insolvent companies who wish to restructure their business within the context of a court-supervised proceeding.

Pursuant to the Initial Order and Supplemental Initial Order obtained in the CCAA Proceeding, the Monitor was granted a "stay of proceedings" stopping legal actions against Grant Forest. This gives Grant Forest an opportunity to stabilize its operations and cash flow for a period of time so that it could either develop a restructuring plan allowing Grant Forest to remain in operation, or run a process for the potential sale of the assets of the business.

Ernst & Young Inc. was appointed by the CCAA Court as the "Monitor" in the CCAA Proceedings. The Monitor is a court officer who acts independently from Grant Forest for the purpose of considering the interests of all stakeholders and reporting any relevant information to the Court. The Monitor would also assist Grant Forest as it sought to restructure its affairs. During this time, Grant Forest would remain in full possession and control of its assets.

On March 31, 2010, Ernst & Young Inc. ("Monitor"), on behalf of Grant Forest, also commenced a similar proceeding in the United States pursuant to Chapter 15 of the U.S. Bankruptcy Code (the "U.S. Proceeding"). The U.S. Proceeding is necessary because Grant Forest or its subsidiaries have assets, operations, employees and other stakeholders that need to be protected in that jurisdiction.

As set out in the Sixth Report of the Monitor dated January 15, 2010 (a copy is available on the website noted below), through the CCAA Proceedings and the U.S. Proceedings, Grant Forest intends to sell certain facilities in Englehart and Earlton in Ontario, Canada and Allendale and Clarendon in South Carolina, USA, to Georgia-Pacific LLC. It is expected that the sale will be completed in the first half of 2010.

On March 31, 2010, the CCAA Court approved the proposed sale to certain affiliates of Georgia-Pacific LLC. The proposed sale remains subject to U.S. Bankruptcy Court approval. After the transaction closes, Georgia-Pacific LLC intends to continue operations at the acquired mills.

Grant Forest, together with the Monitor, will take all steps necessary to keep employees and all stakeholders fully informed during the CCAA and U.S. Proceedings. The primary methods for keeping stakeholders informed are as follows:

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[1] This notice applies to employees of: Grant Forest Products Sales Inc., Grant Alberta Inc., Grant U.S. Holdings GP, Southeast Properties LLC, Grant Clarendon LP, Grant Allendale LP, Grant US Sales Inc., Grant Newco LLC, and Grant Excluded GP.

- Monitor has established a telephone line for general employee-related enquiries. Please direct your telephone calls to the following number: 1-877-533-6946.
- Communications to stakeholders will be posted regularly on the Monitor's website: www.ey.com/ca/gfp. Additionally, all Court documents filed in the CCAA and U.S. Proceedings will be filed on the Monitor's website.