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

RE: Docket No. 7

ORDER FOR PROVISIONAL RELIEF

Upon the motion of Ernst & Young Inc., in its capacity as the foreign representative and Monitor (the "**Monitor**") of the above-captioned Debtors, who are parties in a 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 Proceeding**") for *ex parte* emergency relief and provisional relief (the "**Motion**"),[2] and the Court having entered the *Temporary Restraining Order and Interim Order Authorizing Emergency Relief* on April 6, 2010, and this Court having further considered the Motion, the Chapter 15 Recognition Motion, the Lynch Declaration and the exhibits thereto, the Morrison Declaration and the exhibits thereto, and the Memorandum of Law and having entered an order (the "**Notice Order**") dated April 6, 2010, approving the Monitor's proposed form of notice and manner of service (collectively the "**Supporting Papers**"), and the Court having considered the objections to the Motion, if any, and the Court having conducted a hearing on April 19, 2010 at 4:00 p.m. (to the extent any unresolved objections existed) to consider the

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[1] These jointly administered cases are those of 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.

[2] Capitalized terms not otherwise defined herein shall have the meanings given them in the Motion.

Monitor's request for the relief set forth in the proposed Provisional Order, and good cause having been demonstrated for granting the provisional relief sought in the motion, the Court finds and concludes as follows:

(a) This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and section 1501 of the Bankruptcy Code. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P). Venue in this District is proper pursuant to 28 U.S.C. § 1410.

(b) The relief sought is authorized under sections 105(a), 1519 and 1521 of the Bankruptcy Code.

(c) Notice of the hearing on the Motion was sufficient under the circumstances and no further notice of, or hearing on, the Motion is necessary or required.

(d) The entry of this Order is in the best interest of the Debtors, their creditors and other parties in interest.

(e) The Monitor has demonstrated that the relief sought is justified pursuant to section 1519(e) because it has demonstrated a reasonable probability that the CCAA Proceeding will be recognized as a foreign main proceeding and it has demonstrated that the Debtors will be irreparably harmed in the absence of the relief requested by demonstrating that (i) unless the temporary restraining order is extended and the CCAA Orders are enforced on an interim basis, there is a material risk that one or more parties in interest will take action against the Debtors or their assets, thereby interfering with the jurisdictional mandate of this Court under chapter 15 of the Bankruptcy Code and interfering with and causing harm to the Monitor's efforts in connection with the Debtors' estates pursuant to the CCAA Proceeding such that the Debtors will suffer immediate and irreparable harm for which they will have no adequate remedy at law, and (ii) the relief will not cause an undue hardship to a party in interest that is not outweighed by the benefit to the Debtors.

(f) The entry of this Order is in the public interest because it will further the public policy of the United States as articulated in section 1501 of the Bankruptcy Code.

NOW, THEREFORE, IT IS HEREBY ODERED AS FOLLOWS:

1. The Provisional Relief is granted.

2. The objections, if any, to the entry of this Provisional Order are overruled.

3. The CCAA Orders are given full force and effect in the United States until such time as an order is entered disposing of the Chapter 15 Recognition Motion.

4. To the extent provided in the CCAA Orders, during the effectiveness of this Order, no proceeding or enforcement process in any court or tribunal (each, a "**Proceeding**") shall be commenced or continued against or in respect of the Debtors or the Monitor, or affecting any of the Debtors, except with the written consent of the Debtors and the Monitor, or with leave of this Court or the CCAA Court, and any and all Proceedings currently under way against or in respect of the Debtors or affecting the Debtors' property are hereby stayed and suspended pending further order of this Court.

5. To the extent provided in the CCAA Orders, during the effectiveness of this Order, all rights and remedies of any individual, firm, corporation, governmental body or agency, or any other entities (all of the foregoing, collectively being "**Persons**" and each being a "**Person**") against or in respect of the Debtors or the Monitor, or affecting the Debtors' property, are hereby stayed and suspended except with the written consent of the Debtors and the Monitor, or leave of this Court or the CCAA Court, provided that nothing in this Order shall (i) empower the Debtors to carry on any business which the Debtors are not lawfully entitled to carry on, (ii) affect such investigations, actions, suits or proceedings by a regulatory body as are permitted by Canadian law or United States law, (iii) prevent the filing of any registration to preserve or perfect a security interest, or (iv) prevent the registration of a claim for lien.

6. To the extent provided in the CCAA Orders, during the effectiveness of this Order, no Person shall discontinue, fail to honor, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, license or permit in favor of or

held by the Debtors, except with the written consent of the Debtors and the Monitor, or leave of this Court or the CCAA Court.

7. To the extent provided in the CCAA Orders, during the effectiveness of this Order, all Persons having oral or written agreements with the Debtors or statutory or regulatory mandates for the supply of goods and/or services, including without limitation all computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation services, utility or other services to the Debtors, are hereby restrained until further order of this Court or the CCAA Court from discontinuing, altering, interfering with or terminating the supply of such goods or services as may be required by the Debtors, and that the Debtors shall be entitled to the continued use of their current premises, telephone numbers, facsimile numbers, internet addresses and domain names, provided in each case that the normal prices or charges for all such goods or services received after the date of the CCAA Orders are paid by the Debtors in accordance with normal payment practices of the Debtors or such other practices as may be agreed upon by the supplier or service provider and each of the Debtors and the Monitor, or as may be ordered by this Court or the CCAA Court.

8. Nothing herein shall enjoin a police or regulatory act of a governmental unit.

9. In addition to the provisions of the CCAA Orders, during the effectiveness of this Order, Section 365(e)(1) shall be applicable to the Debtors' executory contracts and leases until such time as an order disposing of the Chapter 15 Recognition Motion is entered.

10. The security provisions of Rule 65(c) of the Federal Rules of Civil Procedure, made applicable to this case by Bankruptcy Rule 7065, are hereby waived.

11. Notice of the entry of this Order shall be served in accordance with the procedures in the Notice Order, which shall constitute adequate and sufficient service and notice.

12. This Court shall retain jurisdiction with respect to the enforcement, amendment or modification of this Order, any request for additional relief or any adversary proceeding brought in and through these Chapter 15 Cases, and any request by an entity for relief from the provisions of this Order, for cause shown, that is properly commenced and within the jurisdiction of this Court.

Dated: April 19, 2010
Wilmington, Delaware

THE HONORABLE
UNITED STATES BANKRUPTCY JUDGE