

**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 Pending

**MONITOR'S MOTION FOR ENTRY OF AN ORDER UNDER
FEDERAL RULE OF BANKRUPTCY PROCEDURE 1007(a)(4)
AUTHORIZING THE DEBTORS TO FILE CONSOLIDATED
LIST OF FOREIGN PROCEEDING ADMINISTRATORS,
LITIGATION PARTIES, AND ENTITIES AGAINST
WHOM 11 U.S.C. § 1519 PROVISIONAL RELIEF IS SOUGHT**

Ernst & Young Inc. ("**E&Y**"), as the court-appointed monitor (the "**Monitor**") and authorized foreign representative of Grant Forest Products Inc. and its captioned subsidiaries (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), hereby moves (the "**Motion**"), pursuant to Federal Rule of Bankruptcy Procedure ("**Bankruptcy Rule**") 1007(a)(4) and chapter 15 of title 11 of the United States Code (the "**Bankruptcy Code**"), for entry of an order authorizing the Monitor to file a consolidated list of foreign proceedings administrators, parties to litigation in which any of the Debtors are a party, and all entities against which the Monitor seeks provisional relief under section 1519 of the Bankruptcy Code. In support of this Motion, the Monitor respectfully states as follows:

¹ The proposed 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.

JURISDICTION

1. The Court has jurisdiction over the Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of these proceedings and the Motion in this Court is proper under 28 U.S.C. § 1410.

2. The statutory bases for the relief requested herein are Bankruptcy Rule 1007(a)(4) and section 1519 of the Bankruptcy Code.

BACKGROUND

3. On March 31, 2010 (the “**Petition Date**”), the Monitor commenced these proceedings to seek recognition of a foreign main proceeding under chapter 15 of the Bankruptcy Code.

4. The events leading up to the Petition Date and the facts and circumstances supporting the relief requested herein are set forth in 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* (the “**Lynch Declaration**”), and 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 Emergency Relief and Provisional Relief Pursuant to 11 U.S.C. §§ 105(a), 1519, and 1521* (the “**Morrison Declaration**”), both filed contemporaneously herewith and incorporated herein by reference.

RELIEF REQUESTED

5. By this Motion, the Monitor respectfully requests the entry of an order authorizing the Monitor to file a consolidated list of foreign proceedings administrators, parties to litigation in which any of the Debtors is a party, and all entities against which the Monitor seeks provisional relief under section 1519 of the Bankruptcy Code.

BASIS FOR RELIEF

6. In pertinent part, Bankruptcy Rule 1007(a)(4) provides that “a foreign representative filing a petition for recognition under chapter 15 shall file with the petition:... (B) unless the court orders otherwise, a list containing the names and addresses of all persons or bodies authorized to administer foreign proceedings of the debtor, all parties to litigation pending in the United States in which the debtor is a party at the time of the filing of the petition, and all entities against whom provisional relief is being sought under § 1519 of the [Bankruptcy] Code.”

7. The Debtors presently maintain, on a consolidated basis, various lists that contain nearly all of the data required to comply with the requirements of Bankruptcy Rule 1007(a)(4). Accordingly, by this Motion, the Monitor seeks authority to file a consolidated list in the Debtors’ main case, which identifies the names and addresses of authorized foreign administrators of the Debtors, parties to pending United States litigation involving any of the Debtors, and all entities against which the Monitor seeks section 1519 provisional relief.

8. The Monitor submits that the filing of a consolidated Bankruptcy Rule 1007(a)(4) list will be more efficient and will conserve the resources of all parties in interest, including the Court.

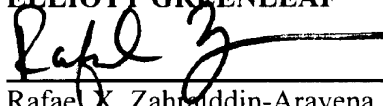
NOTICE

9. The Monitor requests that the Court grant this Motion without notice to interested parties. The Monitor will serve the signed order approving this Motion on identified interested parties pursuant to the Notice Order, sought contemporaneously herewith, or as otherwise ordered by this Court. In light of the nature of the relief requested, the Monitor submits and requests that this Court order that no further notice is required.

WHEREFORE, the Monitor respectfully requests that the Court (i) enter an order, substantially in the form annexed hereto as **Exhibit A**, approving and authorizing the Monitor to file a consolidated list of foreign proceedings administrators, parties to litigation in which any of the Debtors are a party, and all entities against which the Monitor seeks provisional relief under section 1519 of the Bankruptcy Code; and (ii) grant such other relief as this court determines is fair and equitable under the circumstances.

Dated: March 31, 2010
Wilmington, Delaware

ELLIOTT GREENLEAF



Rafael X. Zahreddin-Aravena (DE Bar No. 4166)

Shelley A. Kinsella (DE Bar No. 4023)

Andrew G. Mirisis (DE Bar No. 5365)

1105 North Market Street, Suite 1700

Wilmington, Delaware 19801

Telephone: (302) 384-9400

Facsimile: (302) 384-9399

Email: rxza@elliottgreenleaf.com

Email: sak@elliottgreenleaf.com

Email: agm@elliottgreenleaf.com

-- and --

Jeffrey W. Kelley

Garrett A. Nail

TROUTMAN SANDERS LLP

Bank of America Plaza

600 Peachtree Street, NE

Suite 5200
Atlanta, GA 30308-2216
Telephone: (404) 885-3000
Facsimile: (404) 885-3900
Email: Jeffrey.Kelley@troutmansanders.com
Email: Garrett.Nail@troutmansanders.com

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

EXHIBIT A

Proposed Order

**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 Pending

**ORDER UNDER FEDERAL RULE OF BANKRUPTCY PROCEDURE 1007(a)(4)
AUTHORIZING THE MONITOR TO FILE CONSOLIDATED LIST OF FOREIGN
PROCEEDING ADMINISTRATORS, LITIGATION PARTIES, AND ENTITIES
AGAINST WHOM 11 U.S.C. § 1519 PROVISIONAL RELIEF IS SOUGHT**

Upon the motion (the “Motion”)² of the court-appointed Monitor and authorized foreign representative of the above-captioned Debtors, for entry of an order, pursuant to Bankruptcy Rule 1007(a)(4) and chapter 15 of the Bankruptcy Code, authorizing the Monitor to file a consolidated list of foreign proceedings administrators, parties to litigation in which any of the Debtors are a party, and all entities against which the Monitor seeks provisional relief under section 1519 of the Bankruptcy Code; and upon the Morrison Declaration; and upon the Lynch Declaration, and due and sufficient notice of the Motion having been given; and it appearing that no other or further notice need be provided; and upon the record herein; and it appearing that the relief requested by the Motion is in the best interest of the Debtors, the Monitor, the Debtors’ estates, their creditors and other parties in interest; and after due deliberation and sufficient cause appearing therefore;

¹ The proposed 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 used, but not otherwise defined, herein shall have those meanings ascribed to them in the Motion.

IT IS HEREBY ORDERED THAT:

1. The motion is GRANTED.
2. The Monitor is authorized to file a consolidated list of the information required by Bankruptcy Rule 1007(a)(4) in the Debtors' main case before this Court.
3. The Monitor is authorized to take all action necessary to implement this Order.
4. This Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Order.

Dated: _____, 2010
Wilmington, Delaware

THE HONORABLE _____
UNITED STATES BANKRUPTCY JUDGE