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 *EX PARTE* EMERGENCY RELIEF AND PROVISIONAL RELIEF PURSUANT TO 11 U.S.C. §§ 105(A), 1519 AND 1521

Ernst & Young Inc. ("**E&Y**"), in its capacity as monitor (the "**Monitor**") and foreign representative of the above-captioned Debtors, who are parties 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**"), by this motion (this "**Motion**"), pursuant to sections 105(a), 1519 and 1521 of title 11 of the United States Code (the "**Bankruptcy Code**"), seeks two separate orders:

(a) First, on an *ex parte* basis, an order, substantially in the form attached hereto as **Exhibit A,** to show cause with a temporary restraining order (the "**Emergency Order**") (i) imposing a stay of proceedings and actions against the Debtors and their property to the extent provided in the Initial Order of the CCAA Court entered on June 25, 2009 (the ("**Initial Order**"), as supplemented by the Supplemental Initial Order entered by the CCAA Court on March 31, 2010 (the "**Supplemental Initial Order**") and together with the CCAA Initial Order, the "**CCAA Orders**"), (ii) making any provision of the type described in section 365(e) of the Bankruptcy Code unenforceable against the Debtors until such time as an order is entered disposing of the Chapter 15 Recognition Motion (as defined below) and (iii) scheduling a

[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.

hearing on the Provisional Order (as defined below) to be held if there are unresolved objections to the Provisional Order.

(b) Second, after ten (10) days' notice and a hearing (if unresolved objections exist), an order substantially in the form attached hereto as **Exhibit B,** (the "**Provisional Order**") (i) recognizing and enforcing the CCAA Orders on an interim basis, including by imposing a stay of all proceedings and actions against the Debtors, their business and property, and their former, current and future directors and officers, in each case, to the extent provided in the CCAA Orders and (ii) making any provision of the type described in section 365(e) of the Bankruptcy Code unenforceable against the Debtors until such time as an order is entered disposing of the Chapter 15 Recognition Motion (together with the relief described in clause (i) above, the "**Provisional Relief**").

Preliminary Statement

1. On March 31, 2010 (the "**Petition Date**"), the Monitor commenced these chapter 15 cases (the "**Chapter 15 Cases**") and filed the *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* on behalf of each of the Debtors (collectively, the "**Recognition Motion**"), seeking the entry of an order recognizing the CCAA Proceeding as a "foreign main proceeding".

2. Additional background concerning the Debtors and the basis for the Chapter 15 Cases and the CCAA Proceeding is set forth in: (A) *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**"), (B) *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**"), and (C) *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 (the "**Memorandum**")[2], each filed contemporaneously herewith.

3. This court has jurisdiction over this Motion 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. The statutory bases for the relief requested herein are sections 105(a), 1519 and 1521 of the Bankruptcy Code.

Relief Sought

4. Both the proposed Emergency Order and Provisional Order contemplate the imposition of a stay of all proceedings and actions against the Debtors to the extent provided in the CCAA Orders. (*See* Initial Order ¶¶ 12–15.) Further, the Provisional Order seeks enforcement of the CCAA Orders, after a notice and hearing, on an interim basis. The CCAA Orders provide relief similar to and consistent with the relief provided by the Bankruptcy Code, including:

(a) stay relief to protect the Debtors' businesses and property;

(b) authority for the Debtors to operate their businesses in the ordinary course;

(c) authority for the Debtors to borrow funds from their Canadian owners to fund their business operations;

(d) authority for the Debtors to expend sums necessary to preserve the Debtors' businesses and property;

(e) authority for the Debtors to pay applicable taxes;

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

(f) authority for the Debtors to cease, downsize, or shut down businesses within certain limits;

(g) authority for the Debtors to terminate employees as necessary;

(h) protection for the Debtors from creditors seeking to terminate various contracts;

(i) protection for the Debtors against suits seeking recovery from directors and officers; and

(j) authority for the Debtors to obtain necessary professionals.

5. In addition, pursuant to the proposed Emergency Order, any contract or lease provision of the type described in section 365(e) of the Bankruptcy Code would be unenforceable against the Debtors until such time as an order is entered disposing of the Recognition Motion.

Basis for Relief

6. The requested relief is authorized by sections 1519 and 1521 of the Bankruptcy Code. Section 1519 provides in relevant part:

> From the time of filing a petition for recognition until the court rules on the petition, the court may, at the request of the foreign representative, where relief is urgently needed to protect the assets of the debtor or the interests of the creditors, grant relief of a provisional nature, including...staying execution against the debtor's assets [and] any relief referred to in paragraph (3), (4), or (7) of section 1521(a).

11 U.S.C. § 1519(a).

7. In turn, section 1521(a)(7) provides that the Court may grant "any additional relief that may be available to a trustee, except for relief available under sections 522, 544, 545, 547, 548, 550 and 724(a)."

8. The relief available under section 1519 is available pursuant to "the standards, procedures, and limitations applicable to an injunction." 11 U.S.C. § 1519(e). In the Third Circuit, the "standard for evaluating a motion for preliminary injunction is a four-part inquiry as

to: (1) whether the movant has shown a reasonable probability of success on the merits; (2) whether the movant will be irreparably injured by denial of the relief; (3) whether granting preliminary relief will result in even greater harm to the nonmoving party; and (4) whether granting the preliminary relief will be in the public interest." *U.S. v. Bell*, 414 F.3d 474, 478 n. 4 (3d Cir 2005) (citing *ACLU of N.J. v. Black Horse Pike Reg'l Bd. of Educ.*, 84 F.3d 1471, 1477 n. 2 (3d Cir. 1996) (en banc)).

The Requirements for a Preliminary Injunction Have Been Met

9. Entry of the Emergency Order and Provisional Order is needed to prevent creditors in the United States from attempting to gain an unfair advantage over other creditors and thereby disrupting a process that is in the best interest of all creditors. *See* U.S.C. § 1501(a)(3) (among the objectives of chapter 15 is to contribute to the fair and efficient administration of cross-border insolvencies).[3] Even the threat of the commencement or continuation of an enforcement action could negatively impact the Debtors' businesses and the proposed sale of certain of the Debtors' businesses (the "**Proposed Sale**") approved by the CCAA Court on March 31, 2010. The Proposed Sale is central to the Debtors' restructuring. (*See* Lynch Declaration ¶ 41.) Moreover, the threat of creditor action is real. (*See* Lynch Declaration ¶ 40.) Absent the granting of a stay of actions against the Debtors' assets located in the United States, creditors may attempt enforcement proceedings outside the territorial reach of the CCAA Orders.

[3] Of note, with the exception of the liens and claims of the holders 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, will not be compromised, reduced, or adversely affected simply as a result of the Proposed Sale. 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.

10. In addition, the Monitor is concerned that (i) key suppliers may take the position that the commencement of the CCAA Proceeding or the Chapter 15 Cases authorizes them to terminate their agreements and (ii) that executory contract counterparties or lessors may attempt to enforce contract or lease provisions of the type described in section 365(e) of the Bankruptcy Code. Such actions could impair the value of the Debtors' U.S. assets, imperil the Debtors' businesses and jeopardize the Proposed Sale.

11. Most fundamentally, the Emergency Order and Provisional Order enable an orderly process in these Chapter 15 Cases between the Petition Date and this Court's determination of whether to recognize the CCAA Proceeding, and the Debtors will be irreparably harmed if the Emergency Order and Provisional Order are not entered because the resulting uncertainty would destabilize the Debtors' businesses and endanger the Proposed Sale. Accordingly, such relief is both justified and needed.

12. Further, the Monitor is entitled to such relief because, in addition to showing irreparable harm, it meets the other requirements for a preliminary injunction as required by section 1519(e). Pursuant to the Chapter 15 Recognition Motion and the Memorandum of Law, the Monitor has demonstrated a reasonable probability that the CCAA Proceeding will be recognized as a foreign main proceeding with respect to the Debtors.

13. Additionally, no harm will result to any party that is greater than the harm to the Debtors in the absence of the requested relief. With respect to the Emergency Order, the relief requested therein is intended to be temporary, extending only through the conclusion of the hearing (to be held if any unresolved objections exist) on the Provisional Order. And with respect to the Provisional Order, any party in interest that objects to the relief will have had an opportunity to be heard. Moreover, as discussed above, if the Provisional Order is not entered,

the Debtors could suffer significant, even irreparable injury. Accordingly, any harm to any enjoined party is outweighed by the potential harm to the Debtors and their creditors.

14. Granting the relief is in the public interest. The purpose of chapter 15 is:

> [T]o incorporate the Model Law on Cross-Border Insolvency so as to provide effective mechanisms for dealing with cases of cross-border insolvency with the objectives of—
>
> (1) cooperation between—
>
> (A) courts of the United States, United States trustees, trustees, examiners, debtors, and debtors in possession; and
>
> (B) the courts and other competent authorities of foreign countries involved in cross-border insolvency cases;
>
> (2) greater legal certainty for trade and investment;
>
> (3) fair and efficient administration of cross-border insolvencies that protects the interests of all creditors, and other interested entities, including the debtor;
>
> (4) protection and maximization of the value of the debtor's assets; and
>
> (5) facilitation of the rescue of financially troubled businesses, thereby protecting investment and preserving employment.

11 U.S.C. § 1501(a). Entry of the Emergency Order and Provisional Order will permit the Monitor to administer the CCAA Proceeding without disruption.

15. Moreover, the CCAA Court directed the Monitor to seek such relief in this Court as necessary to give effect to the CCAA Orders in the United States and specifically requested this Court's assistance to give effect to the CCAA Orders. (*See* Initial Order at ¶ 54, 56; Supplemental Initial Order at ¶ 37, 39.) The Monitor seeks the Emergency Order and Provisional Order precisely to give effect to the CCAA Orders in the United States. The CCAA Court has also requested the U.S. Bankruptcy Court to make such orders and to provide such assistance to the Monitor as is necessary or desirable to recognize and give effect to the Debtors'

CCAA Orders and the Proposed Sale (*see* Initial Order at ¶ 55; Supplemental Initial Order at ¶ 38.) Under section 1525(a), "consistent with section 1501, this court shall cooperate to the maximum extent possible with a foreign court or a foreign representative." The Monitor submits that entry of the Emergency Order and Provisional Order is necessary to give effect to the CCAA Orders, both because the Debtors have assets located beyond the territorial reach of the CCAA Court and because the CCAA Court specifically requested this Court's assistance. Thus, in addition to the reasons set forth above, this Court should enter these orders pursuant to sections 1519 and 1521 of the Bankruptcy Code, and under well-established principles of international comity.

NOTICE

16. The Monitor requests entry of the Emergency Order on an *ex parte* basis. Thereafter, as set forth more fully in the *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* (the "**Notice Motion**"), the Monitor proposes to serve the Emergency Order on the Notice Parties listed therein, in the form and manner proposed therein. Under the circumstances, the Monitor respectfully submits that the foregoing provides due and adequate notice to all interested parties, and that no further notice is required.

Conclusion

WHEREFORE, the Monitor respectfully requests that the Court grant this Motion and (i) enter the Emergency Order on an *ex parte* basis, (ii) schedule a hearing on the Provisional Order to be held if unresolved objections exist, (iii) enter the Provisional Order after notice and such hearing (to the extent unresolved objections exist) and (iv) grant any such other relief as this Court determines is fair and just under the circumstances.

Dated: March 31, 2010
Wilmington, Delaware

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Exhibit A to the Motion

Proposed Emergency Order

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
	Joint Administration Proposed
Debtors in Foreign Proceedings.	

TEMPORARY RESTRAINING ORDER AND INTERIM ORDER
AUTHORIZING EMERGENCY 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 this Court having considered the Motion, the Chapter 15 Recognition Motion, the Lynch Declaration and the exhibits thereto, the Morrison Declaration and exhibits thereto, and the Memorandum of Law and having entered an order (the "**Notice Order**") dated ___________, 2010, approving the Monitor's proposed form of notice and manner of service (collectively the "**Supporting Papers**"), the Court finds and concludes as follows:

(a) The Monitor has demonstrated a reasonable probability that the CCAA Proceeding will be recognized as a foreign main proceeding.

(b) The Monitor has demonstrated that the commencement or continuation of any proceeding or action against the Debtors and their property

[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.

should be enjoined pursuant to section 1519 of the Bankruptcy Code to the extent provided in the CCAA Orders to permit the fair and efficient administration of the foreign estates in the CCAA Proceeding, and that the relief requested will not cause either an undue hardship or create any hardship to parties in interest that is not outweighed by the benefits of this restraining order.

(c) The Monitor has demonstrated that unless a temporary restraining order is issued, 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 to administer the Debtors' estates pursuant to the CCAA Proceeding. As a result, the Debtors will suffer immediate and irreparable harm for which they will have no adequate remedy at law and therefore it is necessary that the Court grant the relief requested without prior notice to parties in interest or their counsel.

(d) The interest of the public will be served by this Court's granting of the relief requested by the Monitor in the Motion.

(e) The relief requested by the Monitor is in the best interests of the Debtors, their creditors and other parties-in-interest.

(f) This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and section 1501 of the Bankruptcy Code.

(g) This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P).

(h) Venue in this District is proper pursuant to 28 U.S.C. § 1410.

NOW, THEREFORE, IT IS HEREBY ODERED AS FOLLOWS:

1. 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' property, 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.

2. 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.

3. 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.

4. 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.

5. 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, except with the written consent of this Court or the CCAA Court.

6. 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.

7. All parties in interest wishing to be heard shall come before the Honorable ________________________, United States Bankruptcy Judge, for the hearing at ______________ on ________________, 2010, at the United States Bankruptcy Court, 824 North Market Street, Third Floor, Wilmington, Delaware (the "**Provisional Relief Hearing**") to show cause why a Provisional Order should not be granted and thereby (i) imposing a stay of all proceedings and actions against the Debtors, their business and property, and their former, current and future directors and officers, to the extent provided in the CCAA Orders and recognizing on an interim basis and enforcing the CCAA Orders and (ii) making any provision of the type described in section 365(e) of the Bankruptcy Code unenforceable against the Debtors until such time as an order is entered disposing of the Chapter 15 Recognition Motion.

8. Objections, if any, submitted for the purpose of opposing the Monitor's request for a Provisional Order must be filed, if at all, by ______________, 2010 and served on

Troutman Sanders LLP, 600 Peachtree Street, Suite 5200, Atlanta, Georgia 30308, attn: Jeffrey W. Kelley; and Stikeman Elliott LLP, 5300 Commerce Court West, 199 Bay Street, Toronto, ON, Canada M5L 1B9, attn: Kathy Mah, counsel to the Monitor.

9. 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.

Dated: _______________, 2010
Wilmington, Delaware

____
THE HONORABLE _______________________
UNITED STATES BANKRUPTCY JUDGE

Exhibit B to the Motion

Proposed Provisional 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 Proposed

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 ________________, 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 ____________ ____, 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 ______________ at __________ (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.

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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: ______________, 2010
Wilmington, Delaware

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THE HONORABLE ____________________
UNITED STATES BANKRUPTCY JUDGE