

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.
JUSTICE CAMPBELL

) MONDAY, THE 1st DAY OF
)
) FEBRUARY, 2010



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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF GRANT FOREST PRODUCTS INC.,
GRANT ALBERTA INC., GRANT FOREST PRODUCTS SALES
INC. and GRANT U.S. HOLDINGS GP (the "Applicants")

REGISTRATION ORDER

THIS MOTION, made by Grant Forest Products Inc., Grant Alberta Inc., Grant Forest Products Sales Inc. and Grant U.S. Holdings GP (collectively, the "**Applicants**"), for an order in the form attached as Schedule "B" to the notice of motion of the Applicant dated January 15, 2010 (the "**Notice of Motion**") *inter alia*: (i) abridging and validating the timing and method of service of this Motion Record so that this Motion is properly returnable; (ii) ordering and declaring that no further registrations shall be made against title to the real property set out in Schedule "A" attached hereto (the "**Real Property**") without the prior written consent of Ernst & Young Inc. in its capacity as court appointed monitor (the "**Monitor**"); and (iii) authorizing the Applicants to register this Order on title to the Real Property, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of Hap Stephen sworn January 15, 2010, the Sixth Report of the Monitor and the appendices thereto and on hearing the submissions of counsel for the Applicants, the Monitor, The Toronto-Dominion Bank as agent for the first lien lenders, the

independent directors of Grant Forest Products Inc., Peter Grant Sr., Peter Grant Jr. and GP International Acquisition III, Ltd. (the “**Canadian Purchaser**”), Georgia-Pacific LLC (the “**U.S. Purchaser**”) and GP Palmetto Holding LLC (the “**Additional U.S. Purchaser**” and, together with the Canadian Purchaser and the U.S. Purchaser, the “**Purchasers**”), and no one else appearing although duly served as appears from the affidavits of service of Laura Bowles-Dove sworn January 15, 2010 and January 25, 2010;

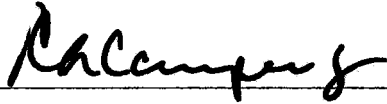
Service

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged so that this motion is properly returnable today and hereby dispenses with further service thereof.

Real Property Registrations

2. **THIS COURT ORDERS AND DECLARES** that from and after the date hereof no further registrations shall be made against title to the real property set out in Schedule “A” attached hereto (the “**Real Property**”) without the prior written consent of the Monitor.

3. **THIS COURT ORDERS** that notwithstanding paragraph 2 above, the Applicants are hereby authorized to register this Order on title to the Real Property.



ENTERED AT / INSCRIT A TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

FEB 01 2010

PER / PAR: 

Schedule "A"

Legal Descriptions of Real Properties

PART A. Properties in the Land Titles Office No. (54) for the District of Timiskaming

1. Parcels Relating to the Earlton Business Office (the "Earlton Business Office Parcels"):

OWNER: Grant Forest Products Inc.

(i) PIN: 61307-0004(LT)

PCL 19972 SEC SST; PT N1/2 LT 6 CON 6 ARMSTRONG PT 1 54R1796; ARMSTRONG; DISTRICT OF TIMISKAMING

(ii) PIN: 61307-0074(LT)

PCL 18640 SEC SST; PT S1/2 LT 6 CON 6 ARMSTRONG PT 1 54R1139 T/W PT 1 54R1282 AS IN LT172281; ARMSTRONG; DISTRICT OF TIMISKAMING

(iii) PIN: 61307-0075(LT)

PCL 25231 SEC SST; PT S1/2 LT 6 CON 6 ARMSTRONG PT 1 TO 4 54R4670 S/T PT 4 54R4670 AS IN LT59803, S/T PT 1 54R4670 AS IN LT172281; ARMSTRONG; DISTRICT OF TIMISKAMING

(iv) PIN: 61307-0076(LT)

PCL 23789 SEC SST; PT S1/2 LT 6 CON 6 ARMSTRONG PT 2 TER200; ARMSTRONG; DISTRICT OF TIMISKAMING

2. Parcels Relating to the Englehart OSB Plant (the "Englehart OSB Plant Parcels"):

OWNER: Grant Forest Products Inc.

(i) PIN: 61277-0392(LT)

PCL 24013 SEC SST; PT S1/2 LT 11 CON 5 EVANTUREL PT 2, 3 & 4 54R2355 & PT 3 & 4 54R3420; S/T LT121700, LT121759; EVANTUREL; DISTRICT OF TIMISKAMING

(ii) PIN: 61277-383(LT)

PCL 23580 SEC SST; PT S1/2 LT 11 CON 5 EVANTUREL PT 1 & 2 54R3292; EVANTUREL; DISTRICT OF TIMISKAMING

(iii) PIN: 61278-0051(LT)

PCL 12122 SEC SST; PT N1/2 LT 12 CON 5 EVANTUREL AS IN LT109670 EXCEPT PT 1 54R2411; S/T LT119808, LT234981, LT253262, LT267644; ENGLEHART ; DISTRICT OF TIMISKAMING

(iv) PIN: 61278-0069(LT)

PCL 17417 SEC SST; PT N1/2 LT 12 CON 5 EVANTUREL AS IN LT158350 EXCEPT UNIT 1 PL D84; ENGLEHART ; DISTRICT OF TIMISKAMING; LAND REGISTRY OFFICE NO. (54) TIMISKAMING

(v) **PIN: 61278-0148(LT)**

PCL 24170 SEC SST; PT N1/2 LT 12 CON 5 EVANTUREL PT 1 54R3667; ENGLEHART ; DISTRICT OF TIMISKAMING

(vi) **PIN: 61278-0120(LT)**

PCL 21309 SEC SST; PT WLY PT N1/2 LT 12 CON 5 EVANTUREL PT 1 54R2411; ENGLEHART ; DISTRICT OF TIMISKAMING

(vii) **PIN: 61278-0139(LT)**

PCL 23398 SEC SST; PT SIXTH AV PL M95NB EVANTUREL; PT SEVENTH ST PL M95NB EVANTUREL PT 2 54R3080; ENGLEHART ; DISTRICT OF TIMISKAMING

(viii) **PIN: 61278-0140(LT)**

PCL 23458 SEC SST; PT LT 251 PL M95NB EVANTUREL; PT LT 252 PL M95NB EVANTUREL PT 1 54R3080; ENGLEHART ; DISTRICT OF TIMISKAMING

(ix) **PIN: 61278-0019(LT)**

PCL 21040 SEC SST; LT 26 PL M95NB EVANTUREL SRO; LT 27 PL M95NB EVANTUREL SRO; ENGLEHART ; DISTRICT OF TIMISKAMING

(x) **PIN: 61278-0029(LT)**

PCL 10462 SEC SST; PT S1/2 LT 12 CON 5 EVANTUREL AS IN LT99275; S/T LT120878, LT234961, LT253261, LT267646; EVANTUREL ; DISTRICT OF TIMISKAMING

(xi) **PIN: 61280-0102(LT)**

PCL 8925 SEC NND; N1/2 LT 1 CON 5 DACK EXCEPT PT 3, 4, 5 TER940, LT169208; S/T LT120542, LT253263, LT268133; CHARLTON AND DACK ; DISTRICT OF TIMISKAMING

(xii) **PIN: 61280-0105(LT)**

PCL 22633 SEC SST; W1/2 OF S1/2 LT 1 CON 5 DACK; CHARLTON AND DACK ; DISTRICT OF TIMISKAMING

3. **Parcels Relating to the Wood Lots in Timiskaming (the “Timiskaming Wood Lot Parcels”):**

OWNER: Grant Forest Products Inc.

(i) **PIN: 61280-0195(LT)**

PCL 5963 SEC SST; N1/2 OF S1/2 LT 2 CON 1 DACK; CHARLTON AND DACK ; DISTRICT OF TIMISKAMING

(ii) **PIN: 61301-0053(LT)**

PCL 390 SEC SST; S 1/2 LT 1 CON 1 TUDHOPE; DISTRICT OF TIMISKAMING ; DISTRICT OF TIMISKAMING

(iii) **PIN: 61301-0029(LT)**

PCL 12127 SEC SST; S 1/2 LT 1 CON 2 TUDHOPE; DISTRICT OF TIMISKAMING ;
DISTRICT OF TIMISKAMING

(iv) **PIN: 61301-0010(LT)**

PCL 19883 SEC SST; NE PT BROKEN LT 7 CON 4 TUDHOPE SRO AS IN LT190301;
DISTRICT OF TIMISKAMING ; DISTRICT OF TIMISKAMING

(v) **PIN: 61301-0011(LT)**

PCL 22360 SEC SST; NW 1/4 OF N 1/2 LT 6 CON 4 TUDHOPE SRO; DISTRICT OF
TIMISKAMING ; DISTRICT OF TIMISKAMING

(vi) **PIN: 61301-0007(LT)**

PCL 22362 SEC SST; NW 1/4 OF S 1/2 LT 6 CON 5 TUDHOPE SRO; DISTRICT OF
TIMISKAMING ; DISTRICT OF TIMISKAMING

(vii) **PIN: 61301-0008(LT)**

PCL 22361 SEC SST; SW 1/4 OF S 1/2 LT 6 CON 5 TUDHOPE SRO; DISTRICT OF
TIMISKAMING ; DISTRICT OF TIMISKAMING

(viii) **PIN: 61332-0017(LT)**

PCL 6616 SEC NND; N1/2 LT 2 CON 4 LUNDY EXCEPT MRO AS IN LT258467;
DISTRICT OF TIMISKAMING ; DISTRICT OF TIMISKAMING

(ix) **PIN: 61332-0022(LT)**

PCL 2294 SEC NND; S1/2 LT 3 CON 2 LUNDY EXCEPT MRO AS IN LT258467; DISTRICT
OF TIMISKAMING ; DISTRICT OF TIMISKAMING

(x) **PIN: 61240-0014(LT)**

PCL 1699 SEC SST; N 1/2 LT 2 CON 5 HOLMES; DISTRICT OF TIMISKAMING ;
DISTRICT OF TIMISKAMING

Part B. Properties in the Land Titles Office No. (36) for the District Of Nipissing

1. **Parcels Relating to the Wood Lot in Nipissing (the “Nipissing Wood Lot Parcels”):**

OWNER: Grant Forest Products Inc.

(i) **PIN: 49092-0011(LT)**

LT 6 CON 2 BEAUCAGE; PT LT 7-8 CON 2 BEAUCAGE; PT LT 7-8 CON 3 BEAUCAGE
AS IN NB155487; S/T BE74, NB54427; WEST NIPISSING ; DISTRICT OF NIPISSING

(ii) **PIN: 49005-0056(LT)**

PCL 1012 SEC NIP; MINING LOCATION WD 261 STRATHY; MINING LOCATION WD 262 STRATHY SITUATE ON THE S SIDE OF NET LAKE NE OF LAKE TEMAGAMING; TEMAGAMI ; DISTRICT OF NIPISSING

Part C. Properties in the Land Titles Office No. (6) for the District Of Cochrane

2. **Parcels Relating to Wood Lot in The District of Cochrane (the “Cochrane Wood Lot Parcels”):**

OWNER: Grant Forest Products Inc.

(i) **PIN: 65332-0001(LT)**

PCL 3812 SEC NEC; NE 1/4 LT 12 CON 6 MCCART INCLUDING ANY LAND COVERED WITH WATER BEING MINING CLAIMS T27714 & T27715 MCCART; TOWN OF IROQUOIS FALLS

(ii) **PIN: 65332-0002(LT)**

PCL 3813 SEC NEC; S 1/2 LT 12 CON 6 MCCART; MINING CLAIM T27703 MCCART; MINING CLAIM T27704 MCCART; MINING CLAIM T27705 MCCART; MINING CLAIM T27706 MCCART; TOWN OF IROQUOIS FALLS

(iii) **PIN: 65332-0009(LT)**

PCL 3814 SEC NEC; S PT LT 11 CON 6 MCCART; MINING CLAIM T27753 MCCART; MINING CLAIM T27754 MCCART; MINING CLAIM T27755 MCCART; MINING CLAIM T27756 MCCART; TOWN OF IROQUOIS FALLS

(iv) **PIN: 65381-0552(LT)**

PCL 14799 SEC SEC; PT S 1/2 LT 3 CON 4 BOWMAN PT 1, CR469; BLACK RIVER-MATHESON

(v) **PIN: 65381-0540(LT)**

PCL 12761 SEC SEC SRO AND GRAVEL; N 1/2 LT 3 CON 4 BOWMAN; BLACK RIVER-MATHESON

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ONTARIO

SUPERIOR COURT OF JUSTICE

PROCEEDING COMMENCED AT TORONTO

ORDER
(February 1, 2010)

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