

COURT OF APPEAL FOR ONTARIO

**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")**

**RESPONDING MOTION RECORD
OF PETER J. GRANT SR.
(Re: Motion for Leave to Appeal
the Order of Newbould J. dated October 13, 2009)**

November 16, 2009

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**AFFIDAVIT OF
HEATHER LYNN GIESLER
(Sworn November 16, 2009)**

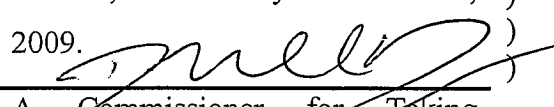
I, **HEATHER LYNN GIESLER**, of the Town of Uxbridge, in the Province of Ontario,
legal assistant, in the law office of Bennett Jones LLP, MAKE OATH AND SAY:

1. Attached as Exhibits "A" and "B" are emails received by our office from Peter Lynch,
Executive Vice President of Grant Forest Products Inc., on October 27 and 28, 2009, the latter of
which includes a transfer document in respect of the 2009 tax refund.

SWORN BEFORE ME at the City)
of Toronto, in the Province of)
Ontario, this 16th day of November,)
2009.)



HEATHER LYNN GIESLER


A Commissioner for Taking
Affidavits, etc.

**Douglas Michael Beeforth, a
Commissioner etc., Province of Ontario,
while a student-at-law.
Expires April 30, 2011.**

Richard Swan

From: Peter Lynch [PLynch@GFP-inc.com]
Sent: 27 October 2009 6:20 PM
To: Kyle Sinclair
Cc: Walker, Ross; Peter Grant Sr.; Alex.F.Morrison@ca.ey.com; srosch@stonecrestcapital.com; Hap Stephen; Peter Grant Jr; Sean Dunphy; Richard Swan; McElcheran, Kevin; O'Connor, Bill
Subject: Transfer of tax Rebate and Cheque Endorsement

Kyle ,

We have received a copy of the decision of Mr Justice MacPherson dismissing TD's application for a stay and discussed the situation with Ross Walker and further to the earlier Order of Mr. Justice Newbould I will now proceed to execute and deliver the tax rebate transfer and ask that you accommodate Peter Sr.'s request to endorse over to him the cheque received by the company from the Province of Alberta for the amount of approximately \$1,222,381 . As you are an officer but not a director of GFPI I would ask that you have Bob Fleet co-sign the endorsement as a second officer .

At Ross' request you earlier calculated the exact amount to be included in the transfer and forwarded your calculation to the Monitor for verification . I have just spoken to Simone and she has confirmed the Monitor's signoff on that calculation so the amount of Cdn \$10,400,546 will be inserted in the form of transfer previously circulated and approved as to form and the transfer will be delivered in the morning .

Peter

Peter Lynch
 Executive Vice President
 Grant Forest Products Inc.
 416 214 1118

THIS IS EXHIBIT "A" ATTACHED
 TO THE AFFIDAVIT OF
HEATHER LYN H GIESLER
 SWORN NOVEMBER 16, 2009

 A COMMISSIONER

Douglas Michael Beeforth, a
 Commissioner etc., Province of Ontario,
 while a student-at-law.
 Expires April 30, 2011.

16/11/2009

Richard Swan

From: Jane Howe [jhowe@GFP-inc.com] on behalf of Peter Lynch [PLynch@GFP-inc.com]
Sent: 28 October 2009 4:45 PM
To: Richard Swan
Cc: Peter Grant Sr.; Monique Chartrand; Walker, Ross; Kyle Sinclair
Subject: Transfer of Sold 2009 Refund

Attachments: img-X28163339-0001.pdf



img-X28163339-000
1.pdf (57 KB)...

Richard,

In accordance with my email of last night, please find attached a .pdf version of the signed transfer. The original is being delivered to your offices by courier this evening.

Please contact me if you have any questions.

Regards
Peter

THIS IS EXHIBIT "B" ATTACHED
TO THE AFFIDAVIT OF
HEATHER LYNN GIESSEN
SWORN NOVEMBER 16, 2009

A COMMISSIONER

Doc. Michael Beeforth, a
Commissioner etc., Province of Ontario,
while a student-at-law.
Expires April 30, 2011.

TO: PETER GRANT SR.

RE: Sale by Grant Forest Products Inc. (the "Vendor") to Peter Grant Sr. (the "Purchaser") of certain tax refunds of the Vendor expected to be received by March 31, 2010 as provided by the Tax Refund Purchase and Sale Agreement dated as of March 31, 2008 between the Vendor and the Purchaser, as amended by the agreement dated January 15, 2009 between the Purchaser and the Vendor (collectively, the "Agreement")

TRANSFER OF SOLD 2009 REFUND

IN CONSIDERATION of the purchase price of Cdn. \$10,270,947 (which, on January 2, 2009 was equivalent to US \$8,483,802) previously paid by the Purchaser to the Vendor, the receipt of which is hereby acknowledged by the Vendor, the Vendor hereby sells, transfers and assigns to the Purchaser, his heirs, executors, administrators and assigns, the Sold 2009 Refund (as defined by the Agreement) in the amount of Cdn. \$10,400,546.

This transfer is the transfer referred to in section 7.04(a) of the Agreement with respect to *inter alia* the purchase and sale of such refund, and the provisions of the Agreement shall, despite the delivery of this transfer, continue in full force and effect.

This transfer is delivered in accordance with the judgment of the Ontario Superior Court of Justice dated October 13, 2009 and is effective as at January 2, 2009.

DATED as of the 28th day of October, 2009.

GRANT FOREST PRODUCTS INC.

By: _____

Title: _____

Peter M. Lynch

By: _____

Executive Vice President

Title: _____

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Proceeding commenced at Toronto

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