

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

	X	
	:	
In re:	:	Chapter 15
	:	
CATALYST PAPER CORP., <u>et al.</u> ,	:	Case No. 12-10221 (PJW)
	:	
Debtors. ¹	:	Joint Administration Pending
	:	
	X	

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

Catalyst Paper Corporation (“CPC”), as the authorized foreign representative for itself and its above-captioned affiliates (collectively, the “Debtors”) in a foreign proceeding (the “CBCA Proceeding”) under the *Canada Business Corporations Act*, R.S.C. 1985, c. C-44, and *Business Corporations Act*, S.B.C. 2002, c.57, before the Supreme Court of British Columbia (the “Canadian Court”), hereby moves (the “Motion”), for entry of an order authorizing CPC to file a consolidated list of foreign proceeding administrators, parties to litigation in which any of the Debtors are a party, and all entities against which CPC seeks provisional relief pursuant to

¹ The last four digits of the United States Tax Identification Number or Canadian Business Number of the Debtors, as applicable, follow in parentheses: (i) 0606890 B.C. Ltd. (2214); (ii) Catalyst Paper Corporation (1171); (iii) Catalyst Paper Energy Holdings Inc. (3668); (iv) Catalyst Paper General Partnership (6288); (v) Catalyst Pulp and Paper Sales Inc. (2085); (vi) Catalyst Pulp Operations Ltd. (4565); (vii) Catalyst Pulp Sales Inc. (4021); (viii) Elk Falls Pulp and Paper Ltd. (9493); (ix) Pacifica Poplars Ltd. (6048); (x) Catalyst Paper Holdings Inc. (7177); (xi) Pacifica Papers U.S. Inc. (7595); (xii) Pacifica Poplars Inc. (9597); (xiii) Pacifica Papers Sales Inc. (7594); (xiv) Catalyst Paper (USA) Inc. (6890); (xv) Catalyst Paper (Recycling) Inc. (8358); (xvi) Catalyst Paper (Snowflake) Inc. (7015); (xvii) The Apache Railway Company (0017) (Catalyst Paper Holdings Inc., Pacifica Papers U.S. Inc., Pacifica Poplars Inc., Pacifica Papers Sales Inc., Catalyst Paper (USA) Inc., Catalyst Paper (Recycling) Inc., Catalyst Paper (Snowflake) Inc. and The Apache Railway Company, collectively, the “U.S. Debtors”). The Debtors’ executive headquarters’ addresses are 2nd Floor, 3600 Lysander Lane, Richmond, BC V7B 1C3, Canada; 2101 Fourth Avenue, Suite 1950, Seattle, WA 98121; and Spur 277 N., Snowflake, AZ 85937.

section 1519 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 1007(a)(4) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”). In support of the Motion, CPC relies upon and incorporates by reference the Declaration of Brian Baarda (the “Baarda Declaration”), filed with the Court concurrently herewith. In further support of the Motion, CPC respectfully represents as follows:

BACKGROUND

1. On January 17, 2012, the Debtors commenced the CBCA Proceeding to effect a consensual restructuring arrangement reached with certain creditors. On January 17, 2012, the Canadian Court entered an interim order (the “Interim Order”) specifying such items as the manner for calling and holding a special meeting of the stakeholders (e.g., distribution of proxy materials, notice periods, and time and place of meeting), the persons entitled to vote at the meeting, classes of persons entitled to a separate class vote, and the acceptance thresholds for approval of the CBCA arrangement.

2. On the date hereof (the “Petition Date”), the Debtors commenced their chapter 15 cases by filing petitions (collectively, the “Chapter 15 Petitions”) pursuant to section 1504 and 1515 of the Bankruptcy Code (collectively, the “Chapter 15 Cases”). CPC seeks recognition of the CBCA Proceeding as a “foreign main proceeding” as defined in sections 1502(4) and 1517(b)(1) of the Bankruptcy Code. In the alternative, CPC seeks recognition of the CBCA Proceeding as a “foreign main proceeding” as defined in sections 1502(4) and 1517(b)(1) of the Bankruptcy Code with respect to the Canadian debtors², and as a “foreign nonmain proceeding”

² The Canadian debtors are: Catalyst Paper Corporation, Catalyst Paper Energy Holdings Inc., Catalyst Paper General Partnership, Catalyst Pulp and Paper Sales Inc., Catalyst Pulp Operations Ltd., Catalyst Pulp Sales Inc., Elk Falls Pulp and Paper Ltd., Pacifica Poplars Ltd., and 0606890 B.C. Ltd.

as defined in sections 1502(5) and 1517(b)(2) of the Bankruptcy Code with respect to the U.S. Debtors.

3. The factual background regarding the Debtors, including their business operations, their capital and debt structure, and the events leading to the filing of these bankruptcy cases, is set forth in detail in the Baarda Declaration.

JURISDICTION

4. The Court has jurisdiction over this 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).

5. Venue is proper in this District under 28 U.S.C. § 1410.

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

RELIEF REQUESTED

7. By this Motion, CPC respectfully requests the entry of an order (a) authorizing CPC to file a consolidated list of foreign proceeding administrators, parties to litigation in which any of the Debtors is a party, and all entities against which CPC seeks provisional relief under section 1519 of the Bankruptcy Code, and (b) granting such other and further relief as this Court deems is just and proper.

BASIS FOR RELIEF

8. 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.

Fed. R. Bankr. P. 1007(a)(4).

9. 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, CPC 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 CPC seeks provisional relief under section 1519 of the Bankruptcy Code.

10. CPC 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.

11. Bankruptcy courts in this district have granted relief similar to the relief requested in this Motion. See e.g., In re Angiotech Pharm., Inc., Case No. 11-10269 (KG) (Bankr. D. Del. Jan. 31, 2011); In re Grant Forest Products Inc., Case No. 10-11132 (PJW) (Bankr. D. Del. Apr. 6, 2010); In re Fraser Paper Inc., Case No. 09-12123 (KJC) (Bankr. D. Del. June 19, 2009).

NOTICE

12. CPC requests that the Court grant this Motion without notice to interested parties. CPC will serve the signed order approving this Motion on identified interested parties pursuant to the method set forth in CPC's *Motion to Approve 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* sought contemporaneously herewith, or as otherwise ordered by this Court. In light of the nature of the relief requested, CPC submits and requests that this Court order that no further notice is required.

CONCLUSION

WHEREFORE, CPC respectfully requests that the Court (i) enter an order, substantially in the form annexed hereto as Exhibit A, approving and authorizing CPC to file a consolidated list of foreign proceeding administrators, parties to litigation in which any of the Debtors are a party, and all entities against which CPC 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: January 17, 2012
Los Angeles, CA

/s/ Van C. Durrer, II
Van C. Durrer, II (I.D. No. 3827)
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
300 South Grand Avenue
Los Angeles, California 90071
(213) 687-5000

Counsel for Catalyst Paper Corporation

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

	X	
	:	Chapter 15
In re:	:	
	:	Case No. 12-10221 (PJW)
CATALYST PAPER CORP., <u>et al.</u> ,	:	
	:	Joint Administration Pending
Debtors. ¹	:	
	:	Related Docket No. __

**ORDER UNDER FEDERAL RULE OF BANKRUPTCY PROCEDURE 1007(a)(4)
AUTHORIZING THE DEBTOR 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 Catalyst Paper Corporation (“CPC”), as 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 CPC to file a consolidated list of foreign proceeding administrators, parties to litigation in which any of the Debtors are a party, and all entities against which CPC seeks provisional relief under section 1519 of the Bankruptcy Code; and upon the Baarda Declaration; and due and sufficient notice of the Motion having been given; and it appearing that no other or further notice need be provided;

¹ The last four digits of the United States Tax Identification Number or Canadian Business Number of the Debtors, as applicable, follow in parentheses: (i) 0606890 B.C. Ltd. (2214); (ii) Catalyst Paper Corporation (1171); (iii) Catalyst Paper Energy Holdings Inc. (3668); (iv) Catalyst Paper General Partnership (6288); (v) Catalyst Pulp and Paper Sales Inc. (2085); (vi) Catalyst Pulp Operations Ltd. (4565); (vii) Catalyst Pulp Sales Inc. (4021); (viii) Elk Falls Pulp and Paper Ltd. (9493); (ix) Pacifica Poplars Ltd. (6048); (x) Catalyst Paper Holdings Inc. (7177); (xi) Pacifica Papers U.S. Inc. (7595); (xii) Pacifica Poplars Inc. (9597); (xiii) Pacifica Papers Sales Inc. (7594); (xiv) Catalyst Paper (USA) Inc. (6890); (xv) Catalyst Paper (Recycling) Inc. (8358); (xvi) Catalyst Paper (Snowflake) Inc. (7015); (xvii) The Apache Railway Company (0017) (Catalyst Paper Holdings Inc., Pacifica Papers U.S. Inc., Pacifica Poplars Inc., Pacifica Papers Sales Inc., Catalyst Paper (USA) Inc., Catalyst Paper (Recycling) Inc., Catalyst Paper (Snowflake) Inc. and The Apache Railway Company, collectively, the “U.S. Debtors”). The Debtors’ executive headquarters’ addresses are 2nd Floor, 3600 Lysander Lane, Richmond, BC V7B 1C3, Canada; 2101 Fourth Avenue, Suite 1950, Seattle, WA 98121; and Spur 277 N., Snowflake, AZ 85937.

² Capitalized terms used, but not otherwise defined, herein shall have those meanings ascribed to them in the Motion.

and upon the record herein; and it appearing that the relief requested by the Motion is in the best interest of the Debtors, the Debtors' estates, their creditors and other parties in interest; and after due deliberation and sufficient cause appearing therefore;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. CPC 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. CPC 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: January _____, 2012
Wilmington, Delaware

UNITED STATES BANKRUPTCY JUDGE

File a Motion:[12-10221-PJW Catalyst Paper Corporation](#)

Type: bk

Chapter: 15 v

Office: 1 (Delaware)

Assets: y

Judge: PJW

Case Flag: VerifDue

U.S. Bankruptcy Court**District of Delaware**

Notice of Electronic Filing

The following transaction was received from Van C. Durrer entered on 1/17/2012 at 9:36 PM EST and filed on 1/17/2012

Case Name: Catalyst Paper Corporation**Case Number:** [12-10221-PJW](#)**Document Number:** [5](#)**Docket Text:**

Motion to Authorize *Catalyst Paper Corporation to File Consolidated List of Foreign Proceeding Administrators, Litigation Parties, and Entities Against Whom 11 U.S.C. Section 1519 Provisional Relief is Sought* Filed by Catalyst Paper Corporation. (Attachments: # (1) Exhibit A - Proposed Order) (Durrer, Van)

The following document(s) are associated with this transaction:

Document description:Main Document**Original filename:**H:\temp\convert\01 - CONSOLIDATED LIST MOTION.pdf**Electronic document Stamp:**

[STAMP bkecfStamp_ID=983460418 [Date=1/17/2012] [FileNumber=10446086-0]
] [34eb0d97a6a709a76c300f65675bb7c40b811740355f33f98bb95c73a8251f5abe1
360e1bb1934c6b5108c46316a3439592bf6d69e558c4cc237284fdc2dd44b]]

Document description:Exhibit A - Proposed Order**Original filename:**02 - CONSOLIDATED LIST ORDER.pdf**Electronic document Stamp:**

[STAMP bkecfStamp_ID=983460418 [Date=1/17/2012] [FileNumber=10446086-1]
] [50c9f1547b5830a5434031a7c1348e348d12be3dfdc183cd7c450b0b076b5c8d1b8
94e18aee4ef2b2a90324b56c9e88fdc2e2464ffc3aea794e1ab67bd0eb097]]

12-10221-PJW Notice will be electronically mailed to:

Van C. Durrer on behalf of Debtor Catalyst Paper Corporation

van.durrer@skadden.com,

debank@skadden.com;christopher.heaney@skadden.com;wendy.lamanna@skadden.com;annie.li@skadden.com

United States Trustee

USTPREGION03.WL.ECF@USDOJ.GOV

12-10221-PJW Notice will not be electronically mailed to: