

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

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

**COMPENDIUM OF DOCKETED ORDERS² CITED IN
MEMORANDUM OF LAW IN SUPPORT OF: (I) VERIFIED
PETITIONS UNDER CHAPTER 15; AND (II) MOTION FOR PROVISIONAL
AND FINAL RELIEF FOR RECOGNITION OF A FOREIGN PROCEEDING
PURSUANT TO 11 U.S.C. §§ 105(a), 1517, 1519, 1520, AND 1521**

Dated: January 17, 2012
Los Angeles, California

/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

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 For the sake of brevity, the Debtors have not included the exhibits annexed to such orders. All such exhibits are available upon request to the Debtors’ counsel.

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TAB 1

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

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In re	: Chapter 15
	:
Angiotech Pharmaceuticals, Inc., <u>et al.</u> ¹	: Case No.: 11-10269 (KG)
	:
	: Jointly Administered
Debtors in a Foreign Proceeding.	:
-----	x Ref. Docket No. 7

**ORDER GRANTING PROVISIONAL RELIEF PURSUANT
TO SECTIONS 105(a), 1519, 1520, AND 1521 OF THE BANKRUPTCY CODE**

Upon consideration of the motion (the “**Motion**”)² of Alvarez & Marsal Canada Inc. (the “**Monitor**”), in its capacity as the court-appointed monitor and authorized foreign representative for the above-captioned debtors (collectively, the “**Debtors**”) in a proceeding (the “**Canadian Proceeding**”) under Canada’s *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, pending before the Supreme Court of British Columbia (the “**Canadian Court**”), pursuant to sections 105(a), 1517, 1519, 1520, and 1521 of title 11 of the United States Code (the “**Bankruptcy Code**”), seeking: (a) entry of this provisional order (this “**Provisional Relief Order**”) applying sections 362 and 365(e) of the Bankruptcy Code in these chapter 15 cases, pursuant to sections 1519(a)(3), 1521(a)(7), and 105(a) of the Bankruptcy Code; (b) entry

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) 0741693 B.C. Ltd. (1270); (ii) Afmedica, Inc. (3293); (iii) American Medical Instruments Holdings, Inc. (1114); (iv) Angiotech America, Inc. (4001); (v) Angiotech BioCoatings Corp. (8560); (vi) Angiotech Delaware, Inc. (6401); (vii) Angiotech Florida Holdings, Inc. (9389); (viii) Angiotech International Holdings, Corp. (2274); (ix) Angiotech Pharmaceuticals, Inc. (6269); (x) Angiotech Pharmaceuticals (US), Inc. (9490); (xi) B.G. Sulzle, Inc. (4551); (xii) Manan Medical Products, Inc. (3265); (xiii) Medical Device Technologies, Inc. (3996); (xiv) NeuColl, Inc. (8863); (xv) Quill Medical, Inc. (7914); (xvi) Surgical Specialties Corporation (9848); and (xvii) Surgical Specialties Puerto Rico, Inc. (3379). The Debtors’ executive headquarters’ addresses are 1618 Station Street, Vancouver, BC A1 V6A 1B6, Canada, and 1633 Westlake Ave N., Suite 400, Seattle, WA 98109.

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

of a final order (the "**Recognition Order**") after notice and a hearing (i) granting the petitions in these cases and recognizing the Canadian Proceeding as a foreign main proceeding under section 1517 of the Bankruptcy Code, (ii) giving full force and effect in the United States to the Initial Order, including any extensions or amendments thereof authorized by the Canadian Court, and (iii) granting the Debtors' postpetition lenders certain protections afforded by the Bankruptcy Code; and (c) granting such other and further relief as this Court deems just and proper; and upon the First Day Declarations and the Memorandum of Law; and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue of the Chapter 15 Cases and the Motion in this District is proper pursuant to 28 U.S.C. § 1410(1); and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and due and sufficient notice of the Motion having been given; and it appearing that no other or further notice need be given under the circumstances; and upon the record of the hearing on the Motion; and the Court having found and determined that the relief sought in the Motion is consistent with the purpose of chapter 15 of the Bankruptcy Code and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, the Court finds and concludes as follows:

- 1) There is a substantial likelihood that the Monitor will be able to demonstrate that the Debtors are subject to a foreign main proceeding and that the Chapter 15 Cases were properly commenced by a properly-appointed foreign representative;
- 2) The commencement or continuation of any action or proceeding in the United States with respect to the Debtors or any of the Debtors' assets or proceeds thereof should be enjoined pursuant to sections 105(a), 362, and 1519 of the Bankruptcy Code to permit the expeditious and economical administration of the Debtors' assets and recapitalization in the Canadian Proceeding, and the relief requested either will not cause an undue hardship, or any hardship to parties in interest is outweighed by the benefits of the relief requested in the Motion;

- 3) Unless the automatic stay is applied in these Chapter 15 Cases, there is a material risk that the Debtors' assets in the United States could be subject to efforts by creditors or other parties in interest to control or possess such assets. Such acts could: (a) interfere with and cause harm to the jurisdictional mandate of this Court under chapter 15 of the Bankruptcy Code; (b) interfere with and cause harm to the Debtors' efforts to administer their assets and reorganize pursuant to the Canadian Proceeding; and (c) undermine the Monitor's efforts to achieve an equitable result for the benefit of all of the Debtors' creditors. Accordingly, there is a material risk that the Debtors may suffer immediate and irreparable injury for which they will have no adequate remedy at law and therefore it is necessary that the Court enter this Provisional Relief Order;
- 4) The Monitor has demonstrated that without the protection of section 365(e) of the Bankruptcy Code, there is a material risk that counterparties to certain of the Debtors' contracts may take the position that the commencement of the Canadian Proceeding or the Chapter 15 Cases authorizes them to terminate such contracts or accelerate obligations thereunder. Such termination or acceleration will severely impair the Debtors' restructuring efforts and result in irreparable damage to the value of the Debtors' estates and substantial harm to the Debtors' creditors and other parties in interest.
- 5) The Monitor has demonstrated that no injury will result to any party that is greater than the harm to the Debtors' business, assets, and property in the absence of the requested relief; and
- 6) The interests of the public will be served by this Court's entry of this Provisional Relief Order.

NOW THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is granted.
2. Pending disposition of the petitions and the motion for a final order (the "**Recognition Date**"), pursuant to sections 1519(a)(3) and 1521(a)(7) of the Bankruptcy Code, section 362 of the Bankruptcy Code is applicable to the Debtors and the property of the Debtors within the territorial jurisdiction of the United States in the Chapter 15 Cases; provided, however, that nothing in this paragraph 2 shall limit, abridge, or otherwise effect: (a) the rights afforded the agent and other lenders under (i) the Draft DIP Credit Agreement, (ii) the DIP

Credit Agreement, and/or (iii) the Wells Fargo Credit Agreement (collectively, the "Lenders") pursuant to paragraphs 48(b) and (c) of the Initial Order; (b) the Debtors' authorization under paragraph 13(a) of the Initial Order to make all such payments as may be or may become due and owing under the Wells Fargo Credit Agreement as required pursuant to the terms of the Definitive Documents and contemplated by the Cash Flow Budget (each as defined in the Initial Order); and (c) the Debtors' authorization to make certain payments as permitted in the Initial Order and subject to the terms and conditions set forth therein.

3. Paragraphs 48(b) and (c) of the Initial Order are incorporated herein by reference and given full force and effect in the United States through the Recognition Date.

4. Section 365(e) of the Bankruptcy Code is applicable to the Debtors in these Chapter 15 Cases. Any provision of the type described in section 365(e)(1) is unenforceable against the Debtors until such time as an order disposing of the Chapter 15 Petitions is entered.

5. Nothing herein shall enjoin a police or regulatory act of a governmental unit, including a criminal action or proceeding against any party to the extent set forth in sections 362(b) and 1521(d) of the Bankruptcy Code.

6. The Monitor, in connection with its appointment as the foreign representative, is entitled to the protections and rights available pursuant to sections 1519(a)(1) and (a)(3) of the Bankruptcy Code, to the extent such relief is not inconsistent with the Initial Order.

7. Pursuant to Rule 65(b) of the Federal Rules of Civil Procedure, made applicable to these proceedings pursuant to Bankruptcy Rule 7065, no notice to any person is required prior to entry and issuance of this Provisional Relief Order. The security provisions of

Rule 65(c) of the Federal Rules of Civil Procedure, as made applicable by Bankruptcy Rule 7065, are waived.

8. Notice of: (a) the filing of the Chapter 15 Petitions and the Motion; (b) this Court's entry of this Provisional Relief Order; (c) the deadline to object to this Court's entry of the Recognition Order; and (d) the hearing for this Court to consider the Chapter 15 Petitions and entry of the Recognition Order, shall be served in accordance with the order (the "**Notice Order**") of this Court approving the *Motion for Entry of an Order Specifying Form and Manner of Service of Notice of: (I) Filing of (A) Petitions Pursuant to Chapter 15 of the Bankruptcy Code, and (B) Motion for Provisional and Final Relief In Aid of Canadian Proceeding Pursuant to Sections 105(a), 1517, 1519, 1520 and 1521 of the Bankruptcy Code; (II) Entry of Provisional Relief Order; (III) Deadline to Object to Entry of Recognition Order; and (IV) Hearing for Court to Consider Chapter 15 Petitions and Entry of Recognition Order*. Service of the Chapter 15 Petitions, the Motion and this Provisional Relief Order (the "**Petition Documents**") in accordance with the Notice Order shall constitute due and sufficient notice of the Petition Documents and any relief of this Court associated therewith.

9. The Petition Documents shall also be made publicly available by the Monitor on its website at www.alvarezandmarsal.com/angiotech or upon request at the offices of its counsel, Allen & Overy LLP, 1221 Avenue of the Americas, New York, New York 10020, Attn: Jonathan Cho, Esq.

10. A hearing to consider entry of the Recognition Order shall be held on FEBRUARY 22, 2011 at 1:30 P.m. (prevailing Eastern Time) (the "**Recognition Hearing**"). Any responses or objections to the Chapter 15 Petitions or the entry of the Recognition Order shall (a) be made in writing, describe the basis therefore, and indicate the

nature and extent of the respondent's interests in the Debtors' cases, and (b) be filed with the Office of the Clerk of the Court, 824 Market Street, Third Floor, Wilmington, Delaware 19801, and served upon: (A) co-counsel for the Monitor: (i) Allen & Overy LLP, 1221 Avenue of the Americas, New York, New York 10020, Attn: Ken Coleman, Esq. and Lisa Kraidin, Esq.; (ii) Buchanan Ingersoll & Rooney PC, 1105 North Market Street, Suite 1900, Wilmington, Delaware 19801, Attn: Mary Caloway, Esq. and Mona A. Parikh, Esq.; and (iii) Fasken Martineau DuMoulin LLP, 2900-550 Burrard Street, Vancouver, British Columbia, Canada, V6C 0A3, Attn: John F. Grieve (B) co-counsel for the Debtors (i) Osler, Hoskin & Harcourt LLP, 100 King Street West, 1 First Canadian Place, Suite 6100, P.O. Box 50, Toronto Ontario, Canada, M5X 1B8, Attn: Marc Wasserman, Esq. and Jeremy Dacks, Esq.; and (ii) Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, New York, 10019, Attn: Marc Abrams, Esq. and Shaunna D. Jones, Esq.: (C) co-counsel for the Consenting Noteholders (i) Latham & Watkins LLP, 355 South Grand Avenue, Los Angeles, California 90071, Attn: Peter M. Gilhuly, Esq.; and (ii) Goodmans LLP, Bay Adelaide Centre, 333 Bay Street, Suite 3400, Toronto, Ontario M5H2S7, Canada, Attn: Robert Chadwick, Esq. and Celia Rhea, Esq.; and (D) co-counsel for the Lenders (i) Schulte Roth & Zabel LLP, 919 Third Avenue, New York, New York 10022, Attn: Michael M. Mezzacappa, Esq. and Lawrence V. Gelber, Esq.; and (ii) Blake, Cassels & Graydon LLP, 595 Burrard Street, P.O. Box 49314, Suite 2600, Three Bentall Centre, Vancouver, British Columbia V7X 1L3, Canada, Attn: William C. Kaplan, Esq.; and 199 Bay Street, Suite 2800, Commerce Court West, Toronto, Ontario M5L 1A9, Canada, Attn: Milly Chow, Esq., on or before **4:00 p.m. (prevailing Eastern Time)** on FEBRUARY 15, 2011.

11. The date and time of the Recognition Hearing, in the Monitor's sole discretion, may be adjourned to a subsequent date without further notice except for an in-court announcement on the record at the Recognition Hearing, or a filing by the Monitor on the docket of the Chapter 15 Cases, of the date and time to which the Recognition Hearing has been adjourned.

12. Notwithstanding any provision in the Bankruptcy Rules to the contrary: (a) this Provisional Relief Order shall be effective immediately and enforceable upon its entry and shall remain effective until either (i) entry of an order recognizing the Canadian Proceeding and, pursuant to section 1521(a)(6), extending the relief granted herein, or (ii) entry of an order denying recognition to the Canadian Proceeding; (b) neither the Monitor nor the Lenders (to the extent provided in paragraph 2 above) are subject to any stay in the implementation, enforcement or realization of the relief granted in this Provisional Relief Order; and (c) the Monitor is authorized and empowered, and may in its discretion and without further delay, take any action and perform any act necessary to implement and effectuate the terms of this Provisional Relief Order.

13. This Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the Motion or the implementation of this Provisional Relief Order.

Dated: Wilmington, Delaware
January 31, 2011


UNITED STATES BANKRUPTCY JUDGE

TAB 2

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

In re:	Chapter 15
DESTINATOR TECHNOLOGIES INC., et al., ¹	Case No. 08-11003 (CSS)
Foreign Applicants in Foreign Proceeding.	Jointly Administered

ORDER FOR PROVISIONAL RELIEF

RSM Richter Inc. is the court-appointed monitor (the "**Monitor**") and the foreign-representative of Destinator Technologies Inc. (Canada), DESTINATOR TECHNOLOGIES INC., and Destinator Technologies Intellectual Properties Inc. (together the "**Foreign Applicants**"), in a proceeding (the "**Canadian Proceeding**") under Canada's *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") pending before the Ontario Superior Court of Justice (Commercial List) (the "**Ontario Court**"). On May 20, 2008, the Ontario Court entered the initial order (the "**Initial Order**") attached hereto as Exhibit 1.

By its Motion for Provisional Relief (the "**Motion**") pursuant to sections 105(a) and 1519 of title 11 of the United States Code (as amended, the "**Bankruptcy Code**"), the Monitor requested the entry of three orders:

(i) on an *ex parte* basis, an emergency order (the "**Emergency Order**") which (A) imposes a stay of all proceedings against the Monitor, the Foreign Applicants, their business and property, and their former, current and future directors and officers, to the extent provided in the Initial Order of the Ontario Court, and (B) authorizes the

¹ The Foreign Applicants in these proceedings are: Destinator Technologies Inc. (Canada) (Tax ID No. XX-XXX4969); DESTINATOR TECHNOLOGIES INC. (Tax ID No. XX-XXX3351); and Destinator Technologies Intellectual Properties Inc. All three Foreign Applicants are located at 95 Mural Street, 6th Floor, Richmond Hill, Ontario L4B 3G2, Canada. Destinator Technologies Inc. (Canada) was formerly known as Homeland Security Technology Corporation Canada Inc. DESTINATOR TECHNOLOGIES INC. was formerly known as Homeland Security Technology Corporation. Destinator Technologies Intellectual Properties Inc. was formerly known as PRAV Intellectual Properties Inc. and HSTC Intellectual Properties Inc.

Foreign Applicants to incur a portion of the indebtedness authorized by the Initial Order in order to avoid immediate and irreparable harm to the Foreign Applicants' estates;

(ii) after notice and a hearing, this order (the "**Provisional Order**") enforcing the Initial Order in the United States, and thereby (A) approving the procedures leading to a sale of the Foreign Applicants' assets, (B) authorizing the Foreign Applicants to borrow the remainder of the financing authorized by the Initial Order, subject to the Monitor's supervision and control and (C) extending the stay obtained by the Emergency Order to the full extent set forth in the Initial Order (the "**Provisional Relief**"); and

(iii) after entry of a recognition order under section 1517 of the Bankruptcy Code and upon conclusion of the sale process, the entry of the proposed sale order (the "**Sale Order**") approving the sale of the Foreign Applicants' assets free and clear of all liens and encumbrances pursuant to sections 1520(a)(2) or 1521(a)(7), of the Bankruptcy Code.

This Court entered the Emergency Order on May 20, 2008, and scheduled a hearing for May 23, 2008 at 2:00 p.m. to consider the Monitor's request for the relief set forth in the proposed Provisional Order. The Court has considered and reviewed the Verified Petition filed by the Monitor under chapter 15 for each of the Foreign Applicants and the Affidavit of Ken Coleman sworn to May 19, 2008 and the exhibits thereto, including the First Report of RSM Richter Inc. as the CCAA Monitor of the Foreign Applicants, the Affidavit of Brian Barry sworn to May 16, 2008, the Affidavit of John Poptsis sworn to May 20, 2008, the Memorandum of Law and the Motion (collectively the "**Supporting Papers**"). The Court has also reviewed the Initial Order. Based on the foregoing, this Court finds and concludes as follows:

(A) This Court has jurisdiction over this matter pursuant to 28 U.S.C §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P). Venue is proper in this District pursuant to 28 U.S.C. § 1410 (1) and (3).

(B) 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.

(C) The relief sought by the Monitor is authorized under sections 1519(a)(1) and (3), and 1521(a)(7).

(D) The Monitor has demonstrated that the relief sought is justified pursuant to section 1519(e) because:

(i) the Monitor has demonstrated a reasonable probability that the Canadian Proceeding will be recognized as a foreign main proceeding;

(ii) The Monitor has demonstrated that the Foreign Applicants will be irreparably harmed in the absence of the relief requested in that:

The Stay

(a) The Monitor has demonstrated that unless the temporary restraining order is extended, there is a material risk that one or more parties in interest will take action against the Foreign Applicants or their assets, thereby interfering with the jurisdictional mandate of this Court under chapter 15 of the Bankruptcy Code, interfering with and causing harm to the Monitor's efforts to administer the Foreign Applicants' estates pursuant to the Canadian Proceeding, and undermining the Monitor's effort to conduct a sale and maximize the value of the Foreign Applicants' assets. As a result, the Monitor and the Foreign Applicants will suffer immediate and irreparable harm for which they will have no adequate remedy at law;

The Financing

(b) The Monitor has demonstrated that the borrowing authorized by the Initial Order is necessary to prevent irreparable harm to the Foreign Applicants because without such financing, the Foreign Applicants will be unable to continue operations which will significantly impair the value of their assets; and

(c) The Monitor has demonstrated that the terms of the financing are fair and reasonable and were entered into in good faith by ICS and the other Lenders, as defined in the Motion, and the Lenders would not extend financing without the protection provided by section 364(e) of the Bankruptcy Code as made applicable by section 1519 of the Bankruptcy Code.

The Sale Process, Bidding Procedures and Stalking Horse Bid

(d) The Monitor has demonstrated that the Foreign Applicants have insufficient capital to continue operations and that the sale of the Foreign Applicants' assets is the best way to preserve value for creditors;

(e) The Monitor has demonstrated that the bidding procedures set forth in the Motion substantially conform to the requirements of section 363 of the Bankruptcy Code; and

(f) The break-up fee and expense reimbursement each (1) were a material inducement for, and a condition of, the stalking horse bidder's entry into the asset purchase agreement described in the Motion, (2) are fair, reasonable and appropriate in view of the fact that such protections will increase the chances that the auction will be successful, (3) will preserve the value of the Foreign Applicants' estates, (4) were negotiated by the parties in good faith and at arm's length, and, thus, the Foreign Applicants and their estates will receive the

highest and/or best offer for their assets. The expense reimbursement payable in accordance with the bidding procedures is commensurate with the actual and necessary costs and expenses of preserving the Foreign Applicants' assets, and the real and substantial benefit conferred upon the Foreign Applicants' estates by the stalking horse bidder. It is therefore appropriate for this Court to enforce the Ontario Court's approval thereof pursuant to the Initial Order.

(iii) The Monitor has demonstrated that the relief will not cause or create an undue hardship to a party in interest that is not outweighed by the benefit to the Foreign Applicants.

(iv) The Monitor has demonstrated that entry of this Order is in the public interest because it will further the public policy of the United States as articulated in, *inter alia*, section 1501 of the Bankruptcy Code.

(E) The entry of this Order is in the best interest of the Foreign Applicants, their estates, and the creditors and other parties in interest.

NOW, THEREFORE, IT IS HEREBY ORDERED AS FOLLOWS:

1. The Motion is granted in all respects except that the order approving the sale of the Foreign Applicants' assets will be entered ^{only following a subsequent hearing before this Court.} ~~upon a showing that the sale was conducted pursuant to the sale process approved by the Initial Order.~~
2. The Initial Order is hereby given full force and effect in the United States.
3. Nothing herein shall enjoin a police or regulatory act of a governmental unit, including a criminal action or proceeding.
4. The Lenders are hereby granted a first priority lien on all the Foreign Applicants' US assets, subject to the terms and conditions set forth in the Initial Order.
5. Pursuant to sections 1519(a)(3), 1521(a)(7), 364(e) and 105(a) of the Bankruptcy Code, the validity of the indebtedness, and the priority of the liens authorized by the Initial

Order and made enforceable in the United States by this Order, shall not be affected by any reversal or modification of this Order on appeal or the entry of an order denying recognition to the Canadian Proceeding pursuant to section 1517 of the Bankruptcy Code.

6. The security provisions of Rule 65(c) of the Federal Rules of Civil Procedure, made applicable to this proceeding by Rule 7065 of the Federal Rules of Bankruptcy Procedure, are hereby waived.
7. Notice of this Order in the form annexed hereto as Exhibit 2 shall be served on or before May 27, 2008, in accordance with this Court's Order Specifying Form and Manner of Service and Related Relief dated May 20, 2008 (Docket No. 18).
8. Service in accordance with this Order shall constitute adequate and sufficient service and notice.
9. The Supporting Papers shall be made publicly available by the Monitor on its website at <http://www.rsmrichter.com> or upon request at the offices of Allen & Overy LLP, 1221 Avenue of the Americas, New York, New York 10020 to the attention of Tania Ingman, (212) 756-1199, Chapter15.Destinator@allenoverv.com.
10. 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: Wilmington, Delaware
May 23, 2008


UNITED STATES BANKRUPTCY JUDGE

TAB 3

HON. KAREN A.OVERSTREET
Chapter 15
Ex Parte Relief Requested

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF WASHINGTON
AT SEATTLE

In re:	)	NO. 09-12019
)	
KPMG INC., Foreign Representative of	)	<i>EX PARTE</i> EMERGENCY ORDER
	)	GRANTING FOREIGN
REDCORP VENTURES LTD. and	)	REPRESENTATIVE'S REQUEST
REDFERN RESOURCES LTD.,	)	FOR RELIEF UNDER 11 U.S.C.
	)	§§ 1519, 105 and 362(a)
Petitioners.)	
	)	AND SETTING HEARING

THIS MATTER having come before the Court upon the motion (the "Stay Motion") of Redcorp Ventures Ltd. and Redfern Resources Ltd. (collectively, the "Petitioners") and , KPMG INC., the Monitor (the "Monitor" or "Foreign Representative") appointed in the case that the Petitioners commenced in British Columbia Canada on March 4, 2009 under the Canadian Companies' Creditors Arrangement Act, R.S. C. 1985, c.C-36 and C-44 (the "CCAA") and the Business Corporations Act, S.B.C. 2002, c.57 in British Columbia, Canada (the "CCAA Case" or the "Foreign Main Proceeding") (collectively "the Foreign Applicants") and the Chapter 15 petition and application of such Foreign Applicants for recognition of the Foreign Main Proceeding (the "Ancillary Petition Application") for an entry of an ex parte, emergency order granting relief under Section 11 U.S.C. §§ 105, 362 and 1519 seeking entry of an order staying actions of creditors affecting the Petitioners' assets located in the United States; the Court having considered the Declarations of Terry

EX PARTE EMERGENCY ORDER GRANTING FOREIGN
REPRESENTATIVE'S REQUEST FOR RELIEF UNDER 11
U.S.C. §§ 1519, 105 and 362(a) - 1

124077.0001/1683245.1

LANE POWELL PC
1420 FIFTH AVENUE, SUITE 4100
SEATTLE, WASHINGTON 98101-2338
(206) 223-7000

1 Chandler and Peter Gibson, as well as the pleadings and other materials on file in this case;
2 and the Court finding that relief is urgently needed to protect the assets of the Petitioners and
3 the interests of the Petitioners' creditors and to maintain the status quo pending the Court's
4 consideration of the pending application for entry of an order of recognition of the CCAA
5 Case as a foreign main proceeding; now, therefore, IT IS HEREBY

6 ORDERED that the relief requested under 11 U.S.C. § 1519 is granted and 11
7 U.S.C. § 362(a) shall apply to the actions of all creditors against the Petitioners and their
8 property located within the territorial limitations of the United States; and it is

9 FURTHER ORDERED that such § 362 stay shall prohibit the termination of
10 contracts between the Petitioners and third parties within the United States including, but not
11 limited to, the Restated Vessel Construction Contract dated July 9, 2008 between Redfern
12 Resources, Ltd and Sundial Marine Construction and Repair Inc. (the "Hoverbarge
13 Contract") for construction of a 64.2 Meter X 25.2 Meter Hoverbarge, an air cushion barge
14 (the "ACB" or Hoverbarge); and it is

15 FURTHER ORDERED that such stay prohibits creditors in the United States from
16 the obtaining of liens against assets of the Petitioners in the United States; and it is

17 FURTHER ORDERED that the U.S. Counsel for the Petitioners, Lane Powell, PC
18 shall provide notice of this Stay Order to all affected creditors in the United States known to
19 the Petitioners within three business days of the entry of this order; provided that

20 facsimile or email notification shall be given immediately to any party with an interest
21 in the Hoverbarge Contract; and it is

22 //

23 //

24 //

25 //

26 //

EX PARTE EMERGENCY ORDER GRANTING FOREIGN
REPRESENTATIVE'S REQUEST FOR RELIEF UNDER 11
U.S.C. §§ 1519, 105 and 362(a) - 2

124077.0001/1683245.1


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1 FURTHER ORDERED that the stay granted shall continue until such time as this
2 Court enters a further order after a hearing on March 13, 2008, at 9:30 am.

3 The notice of this order required above shall include notice of the hearing and shall
4 provide that objections to the continued relief provided for herein shall be filed with
the Court and served on U.S. Counsel for Petitioner on or before 4:30 pm on March
5 12, 2009.

6
7 Presented by:

8 LANE POWELL PC
9


United States Bankruptcy Judge
(Dated as of Entered on Docket date above)

10 By: /s/ Mary Jo Heston

11 Mary Jo Heston, WSBA No. 11065
12 Bruce W. Leaverton, WSBA No. 15329
Magdalena Bragun, WSBA No. 40770
13 Attorneys for Foreign Applicants KPMG
INC., Redcorp Ventures Ltd. and Redfern
14 Recourses Ltd.
15
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EX PARTE EMERGENCY ORDER GRANTING FOREIGN
REPRESENTATIVE'S REQUEST FOR RELIEF UNDER 11
U.S.C. §§ 1519, 105 and 362(a) - 3

124077.0001/1683245.1

LANE POWELL PC
1420 FIFTH AVENUE, SUITE 4100
SEATTLE, WASHINGTON 98101-2338
(206) 223-7000

TAB 4

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

In re:

MAAX Corporation, *et al.*,

Foreign Applicants in Foreign Proceedings.

Chapter 15

Case No. 08-11443 (CSS)

Jointly Administered

ORDER GRANTING PROVISIONAL RELIEF

This *ex parte* motion (the "**Motion**") was brought by Alvarez & Marsal Canada ULC, the court-appointed monitor (the "**Monitor**") and authorized foreign representative of MAAX Corporation ("**MAAX Corp.**") and certain of its direct and indirect wholly owned subsidiaries (together, the "**MAAX Group**")¹ in proceedings (the "**Canadian Proceedings**") under Canada's *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, pending before the Quebec Superior Court (Commercial Division) (the "**Quebec Court**") in above-captioned chapter 15 cases (the "**Chapter 15 Cases**") ancillary to the Canadian Proceedings pursuant to chapter 15 of title 11 of the United States Code (as amended, the "**Bankruptcy Code**"), for the entry of an order granting the Monitor provisional relief under sections 1519(a)(3), 1521(a)(7) and 105(a) of the Bankruptcy Code making section 365(e) of the Bankruptcy Code applicable to the MAAX Group's real property leases pending disposition of the Chapter 15 Petitions (defined below). The Court has considered and reviewed the Motion, the petitions filed by the Monitor in the Chapter 15 Cases (the "**Chapter 15 Petitions**"), and the Memorandum of Law in support thereof filed contemporaneously therewith. Based on the foregoing, the Court finds and concludes as follows:

¹ The MAAX Group includes MAAX Corp., MAAX Canada Inc., 4200217 Canada Inc., MAAX Spas (Ontario), Inc., MAAX Cabinets Inc., MAAX KSD LLC, Pearl Baths LLC, MAAX-Hydro Swirl Manufacturing Corp., MAAX Midwest, Inc., MAAX Spas (Arizona), Inc. and Aker Plastics Company, Inc.

a) The Monitor has demonstrated a reasonable probability that the MAAX Group is subject to pending foreign main proceedings or pending foreign non-main proceedings in Canada and that the Monitor is the foreign representative of the MAAX Group;

b) The Monitor has demonstrated that without the protection of section 365(e) of the Bankruptcy Code, there is a material risk that counterparties to the MAAX Group's real property leases may take the position that the commencement of the Canadian Proceedings or these proceedings authorizes them to terminate their leases. Such termination may cause the MAAX Group to be unable to perform under the Purchase Agreement (as defined in the Chapter 15 Petitions) for the sale of their assets which has been approved by the Quebec Court and result in irreparable damage to the value of the MAAX Group's estates;

c) The Monitor has demonstrated that no harm will result to any party that is greater than the harm to the MAAX Group's estates in the absence of the requested relief and the interest of the public will be served by this Court's granting of the relief requested by the Monitor;

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

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

g) Venue is proper in this District pursuant to 28 U.S.C. §§ 1410 (1) and (3).

NOW THEREFORE, IT IS HEREBY ORDERED AS FOLLOWS:

1. Pursuant to sections 1519 and 1521(a)(7) of the Bankruptcy Code, Section 365(e) of the Bankruptcy Code is applicable to the MAAX Group's real property leases in these Chapter 15 Cases.

~~Any provision of the type described in section 365(c)(1) in a real property lease is unenforceable against the MAAX Group until such time as an order disposing of the Chapter 15 Petitions is entered.~~

2. Notice of the entry of this Order shall be served in accordance with the procedures in the Order Specifying Form and Manner of Service dated July 14, 2008 entered in these Chapter 15 Cases (the "**Service Order**").

3. Service in accordance with the Service Order shall constitute adequate and sufficient service and notice.

4. The Motion and all other filings in this case shall be made publicly available by the Monitor on its website at <http://www.alvarezandmarsal.com/maax> or upon request at the offices of Allen & Overy LLP, 1221 Avenue of the Americas, New York, New York 10020 to the attention of Tania Ingman, (212) 756-1199, Chapter15.MAAX@allenoverly.com.

5. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

Dated: Wilmington, Delaware
July 14, 2008


UNITED STATES BANKRUPTCY JUDGE

TAB 5

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

In re:)	
	)	Chapter 15
)	
MEGA BRANDS INC., <i>et al.</i> , ¹	)	Case No. 10-10485 (CSS)
)	
Debtors.	)	Jointly Administered.
)	
	)	Docket No. 4

**ORDER PURSUANT TO 11 U.S.C. §§ 1504, 1515,
1517, 1520, AND 1521 RECOGNIZING FOREIGN REPRESENTATIVE,
FOREIGN MAIN PROCEEDING, AND FOREIGN NONMAIN PROCEEDING,
AND ENFORCING THE ARRANGEMENT AND ARRANGEMENT ORDER**

Upon the Petition for Recognition and Chapter 15 Relief (the “Petition”)² seeking (a) recognition of the reorganization proceedings under Canadian law currently pending before the Superior Court, Commercial Division, for the Judicial District of Montréal, Canada (the “Canadian Proceeding,” pending in the “Canadian Court”), as a “foreign main proceeding” with respect to the Canadian Chapter 15 Debtors pursuant to § § 1515 and 1517 of title 11 of the U.S. Code (the “Bankruptcy Code”) and a “foreign nonmain proceeding” with respect to the U.S. Chapter 15 Debtors pursuant to Bankruptcy Code § § 1515 and 1517; (b) recognition of the Foreign Representative as the “foreign representative” as defined in Bankruptcy Code § 101(24) of the above-captioned debtors (collectively, the “Chapter 15 Debtors”); and (c) recognition of the Arrangement Order; and upon this Court’s review and consideration of the Petition, the

¹ The Chapter 15 Debtors, along with the last four digits of each U.S. Debtor’s federal tax identification number, are: Mega Brands Inc. (a non-U.S. Debtor that does not maintain a U.S. federal tax identification number); 4402596 Canada Inc. (a non-U.S. Debtor that does not maintain a U.S. federal tax identification number); 4402804 Canada Inc. (a non-U.S. Debtor that does not maintain a U.S. federal tax identification number); MB Finance LLC (7565); MB US Inc. (7561); MB2 LP (7567); Mega Bloks Financial Services, Inc. (a non-U.S. Debtor that does not maintain a U.S. federal tax identification number); Mega Brands America, Inc. (2083); Rose Moon, Inc. (1445); and Warren Industries, Inc. (4985). The location of the Debtors’ corporate headquarters and the service address for all of the Debtors is: 4505 Hickmore, St-Laurent, Québec, H4T 1K4.

² Unless otherwise defined in this Order, all capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Petition.

Abitan Declaration and the Ferrante Declaration; this Court having jurisdiction to consider the Petition and the relief requested therein pursuant to 28 U.S.C. § § 157 and 1334, and 11 U.S.C. § § 109 and 1501; consideration of the Petition and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P); venue being proper before this Court pursuant to 28 U.S.C. § 1410; appropriate, sufficient, and timely notice of the filing of the Petition having been given by Foreign Representative, pursuant to Rules 1011(b) and 2002(q) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); it appearing that the relief requested in the Petition is necessary and beneficial to the Chapter 15 Debtors; and no objections or other responses having been filed that have not been overruled, withdrawn, or otherwise resolved; and upon after due deliberation and sufficient cause appearing therefore, the Court finds and concludes as follows: ³

a) The Chapter 15 Cases were properly commenced pursuant to Bankruptcy Code § § 1504, 1509, and 1515.

b) The Canadian Proceeding is pending in Canada, where the Canadian Chapter 15 Debtors’ “center of main interests,” as referred to in Bankruptcy Code § 1517(b)(1), is located, and accordingly, the Canadian Proceeding is a “foreign main proceeding” with respect to the Canadian Chapter 15 Debtors pursuant to § 1502(4), and is entitled to recognition as a foreign main proceeding pursuant to § 1517(b)(1).

c) The U.S. Chapter 15 Debtors carry out nontransitory operational, managerial, and financial activities in Canada, thereby constituting an “establishment” in Canada as referred to in Bankruptcy Code § 1517(b)(2), and accordingly, the Canadian Proceeding is a “foreign nonmain

³ The findings and conclusions set forth herein and in the record of the hearing on the Petition constitute this Court’s findings of facts and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure, as made applicable herein by Bankruptcy Rules 7052 and 9014. To the extent any of the findings of fact herein constitute conclusions of law, they are adopted as such. To the extent any of the conclusions of law herein constitute findings of fact, they are adopted as such.

proceeding” pursuant to § 1502(5) with respect to the U.S. Chapter 15 Debtors, and is entitled to recognition as a foreign nonmain proceeding pursuant to § 1517(b)(2).

d) The Foreign Representative is a “person” pursuant to Bankruptcy Code § 101(41) and is the “foreign representative” of the Chapter 15 Debtors as such term is defined in § 101(24), and the Foreign Representative has satisfied the requirements of § 1515 and Bankruptcy Rule 1007(a)(4).

e) The Foreign Representative is the duly appointed foreign representative of the Chapter 15 Debtors within the meaning of Bankruptcy Code § 101(24).

f) The Foreign Representative is entitled to all the relief provided pursuant to Bankruptcy Code § § 1520 and 1521(a)(4) and (5) without limitation, because those protections are necessary to effectuate the purposes of chapter 15 and to protect the assets of the Chapter 15 Debtors and the interests of the Chapter 15 Debtors’ creditors.

g) The relief granted hereby is necessary and appropriate, in the interests of the public and international comity, consistent with the public policy of the U.S., warranted pursuant to Bankruptcy Code § 1521, and will not cause any hardship to any parties in interest that is not outweighed by the benefits of granting that relief.

BASED ON THE FOREGOING FINDINGS OF FACT AND AFTER DUE DELIBERATION AND SUFFICIENT CAUSE APPEARING THEREFORE, IT IS HEREBY ORDERED THAT

1. The Petition is granted.
2. The Canadian Proceeding is recognized as a foreign main proceeding pursuant to § 1517(a) and 1517(b)(1) with respect to the Canadian Chapter 15 Debtors, and all the effects of recognition as set forth herein shall apply.

3. The Canadian Proceeding is recognized as a foreign nonmain proceeding pursuant to § 1517(a) and 1517(b)(2) with respect to the U.S. Chapter 15 Debtors, and all the effects of recognition as set forth herein shall apply.

4. Upon entry of this Order, pursuant to § 1520, the Canadian Proceeding shall be given its full force and effect and, among other things:

A. the provisions of the plan of arrangement, including the mutual releases and discharges as contemplated in the plan of arrangement, shall be binding and given full force and effect in the manner and at the times specified therein.

B. the Chapter 15 Debtors are authorized to take actions in the U.S. necessary or appropriate to implement the Arrangement and the transactions contemplated thereby in accordance with and subject to the terms of the Arrangement (including entering into any agreements or other documents which are to come into effect in connection with the Arrangement).

C. until the earlier of the plan of arrangement and the Arrangement having been fully implemented, and May 15, 2010, at 11:59 p.m. (eastern time), or such later date as the Canadian Court or this Court may order, no right, legal or conventional, may be exercised and no proceeding, at law or under a contract, by reason of or as a result of the Chapter 15 Debtors having made an application to the Canadian Court pursuant to Section 192 of the CBCA, the Chapter 15 Debtors being a party to, or having filed, the Canadian Proceeding or any ancillary proceedings (including these Chapter 15 Cases), the Recapitalization Transaction or the Arrangement or any of the steps, transactions or proceedings contemplated thereby or relating thereto, however and wherever taken, may be commenced or proceeded with by any person against or in respect of any of the Chapter 15 Debtors, or any of the present or future property, assets, rights and undertakings of the Chapter 15 Debtors, of any nature and in any location, whether held directly or indirectly by the Chapter 15 Debtors, in any capacity whatsoever, or held by others for the Chapter 15 Debtors, provided that nothing in the Canadian Proceeding shall have the effect of (i) staying the right of any person to obtain the distributions payable to it under the plan of arrangement in the manner contemplated in the Canadian Proceeding or (ii) preventing the exercise of any contractual or other rights not otherwise stayed in the Canadian Proceeding.

5. The Foreign Representative and the Chapter 15 Debtors shall be entitled to the full protections and rights enumerated under § 1521(a)(4) and (5), and accordingly, the Foreign Representative:

A. is entrusted with the administration or realization of all or part of the Chapter 15 Debtors' assets located in the United States; and

B. has the right and power to examine witnesses, take evidence or deliver information concerning the Chapter 15 Debtors' assets, affairs, rights, obligations, or liabilities.

6. The Foreign Representative is hereby established as the representative of the Chapter 15 Debtors.

7. The banks and financial institutions with which the Chapter 15 Debtors maintain bank accounts or on which checks are drawn or electronic payment requests made in payment of prepetition or postpetition obligations are authorized and directed to continue to service and administer the Chapter 15 Debtors' bank accounts without interruption and in the ordinary course and to receive, process, honor, and pay any and all such checks, drafts, wires, and automatic clearing house transfers issued, whether before or after the Petition Date and drawn on the Chapter 15 Debtors' bank accounts by respective holders and makers thereof and at the direction of the Foreign Representative or the Chapter 15 Debtors, as the case may be.

8. The Arrangement, all transactions or actions in connection therewith, and all orders entered by the Canadian Court in the Canadian Proceeding, including without limitation the interim order under subsection 192(4) of the CBCA (for the calling, holding, and conduct of the Canadian shareholders' meeting and certain ancillary relief, including a stay of proceedings with respect to the CBCA applicants) and the Arrangement Order under subsection 192(4) of the CBCA approving the plan of arrangement (a copy of which is attached to this Order as Exhibit A), shall be given full faith and credit in the United States pursuant to Bankruptcy Code § 1521(a), and shall be upon their entry in the Canadian Proceeding immediately valid and fully enforceable as to the Chapter 15 Debtors and their property and assets in the United States.

9. The Foreign Representative is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

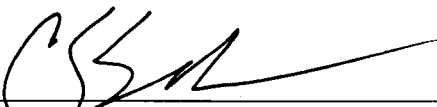
10. Notice of this Order and the Petition shall be given in accordance with the procedures further prescribed by the Court and served on: (a) the Office of the United States Trustee; (b) the Securities and Exchange Commission; (c) all parties to litigation currently pending in the United States in which the Debtor is a party; and (d) the agent under the Credit Facility.

11. Service in accordance with this Order shall be deemed good and sufficient service and adequate notice for all purposes. The Foreign Representative, the Chapter 15 Debtors, and their respective agents are authorized to serve or provide any notices required under the Bankruptcy Rules or local rules of this Court.

12. Notwithstanding any provision in the Bankruptcy Rules to the contrary: (a) this order shall be effective immediately and enforceable upon its entry; (b) the Foreign Representative is not subject to any stay of the implementation, enforcement, or realization of the relief granted in this Order; and (c) the Foreign Representative is authorized and empowered, and may in its discretion without further delay, take any action and perform any act necessary to implement and effectuate the terms of this Order.

13. This Court shall retain jurisdiction with respect to the enforcement, amendment, or modification of this Order, any requests for additional relief or any adversary proceeding brought in and through the 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.

Date: March 23, 2010



The Honorable Christopher S. Sontchi
United States Bankruptcy Judge

TAB 6



3:56 pm, 2/27/09

Tim J. Ellis
Clerk of Court

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

In Re:)	
Rock Well Petroleum (U.S.), Inc.	)	Case No. 08-20797
Debtor in foreign proceeding.	)	Chapter 15

**ORDER GRANTING ROCK WELL PETROLEUM (U.S.) INC.'S PETITION
FOR RECOGNITION AS A FOREIGN NONMAIN PROCEEDING**

On February 18, 2009, this matter came before the Court for an evidentiary hearing on the Petition for Recognition as Foreign Main Proceeding Pursuant to Sections 1515 and 1517 of the Bankruptcy Code filed by Ernst & Young, Inc. as the court-appointed monitor ("Monitor") in the proceeding pending in The Court of Queen's Bench of Alberta Judicial Centre of Calgary, Canada (the "Canadian Proceeding"). The hearings for all the following cases were held simultaneously: Rock Well Petroleum Inc., ("Rock Well Canada"); Rock Well Petroleum (U.S.), Inc. ("Rock Well U.S."); Greybull Petroleum, LLC ("Greybull"); Poison Spider Petroleum, LLC ("Poison Spider"); Osage Petroleum, LLC ("Osage"); RWP International and Structured Projects, LLC ("RWP"); and, Jones Draw Petroleum, LLC ("Jones Draw"). Appearances are as noted on the record. The Court having reviewed the record, the objections filed by Caterpillar Financial Services Corporation, Powder River Energy Corporation, XOG Operating, Geronimo Holding Corporation, First Interstate Bank and First Federal Savings Bank, the objections to the Rock Well U.S.'s proposed order filed by Powder River Energy Corporation, First Interstate Bank

and First Federal Savings Bank, the evidence presented, testimony and arguments of the parties is prepared to rule.

This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and Sections 109 and 1501 of the Bankruptcy Code. Venue is proper in this district pursuant to 28 U.S.C. § 1410(1). This is a core proceeding under 28 U.S.C. § 157(b)(2)(P).

Findings of Fact

1. Rock Well Canada is a corporation formed under the laws of Alberta, Canada, with its principal place of business located at Calgary, Alberta, Canada.
2. Rock Well U.S., a Delaware corporation, is a wholly-owned subsidiary of Rock Well Canada with its registered office in Sheridan, Wyoming.
3. Greybull, Poison Spider, Osage and Jones Draw and RWP are wholly-owned subsidiaries of Rock Well U.S.
4. The registered office for Rock Well U.S. is in Sheridan, Wyoming.
5. Rock Well U.S.'s main business office is located in Sheridan, Wyoming.
6. Rock Well U.S. includes an office building and land located in the Sheridan, Wyoming and a shop and land located in Casper, Wyoming.
7. Rock Well, U.S. is subject to the Canadian Proceeding, filed on December 12, 2008 in Calgary, Canada. On December 15, 2008, the

Canadian Court entered its Companies' Creditors Arrangement Act ("CCAA") Order.

8. Certain aspects of the business operations of Rock Well U.S. are conducted on an integrated basis with Rock Well Canada, Greybull, Poison Spider, Osage and Jones Draw and RWP for economic efficiency. These include corporate accounting, corporate finance, shareholder relations and banking. In addition, reservoir engineering for the Rock Well U.S. and other Rock Well related entities is directed from the Calgary office by, Jim Yip, the Vice President of Reservoir Engineering. All corporate secretarial functions are conducted in the Calgary office, including the drafting, execution and maintenance of corporate books and records for Rock Well U.S. Finally, tax work for Rock Well U.S. is performed in the Calgary office, including the preparation and filing of tax returns for tax agencies in the United States and Canada.
9. A separate bank account is maintained in Canada for Jones Draw Petroleum.
10. Rock Well U.S. maintains bank accounts in the United States.
11. The staff of approximately 40 individuals is employed by Rock Well U.S. in the United States.
12. The majority of the creditors for Rock Well U.S. are located in the United States.

Conclusions of Law

Rock Well U.S. is a “debtor” as defined by Chapter 15 of the bankruptcy code. Ernst & Young, as the court appointed Monitor is a “foreign representative.” The Monitor filed a Chapter 15 petition for recognition on behalf of Rock Well U.S. in this Court. The Canadian Proceeding is a “foreign proceeding.” The petition requests that the Canadian Proceeding be recognized as a foreign main proceeding, or alternatively, as a foreign nonmain proceeding.

The foreign representative has the burden to establish: (1) the existence and legitimacy of the foreign proceeding in question; (2) his/her right to act on behalf of the foreign proceeding; and, (3) by competent evidence that the foreign proceeding is either a foreign main proceeding or a foreign nonmain proceeding. The evidence must establish that it is one or the other, if it is neither, then recognition will not be granted. Foreign main proceeding is defined as a foreign proceeding pending in the country where the debtor has the center of its main interests (“COMI”). Courts have identified five factors that are useful in determining a debtor’s COMI: (1) the location of those who manage the debtor; (2) the location of the debtor; (3) the location of the debtor’s primary assets; (4) the location of the majority of the debtor’s creditors or the majority of creditors affected by the case; and, (5) the jurisdiction whose law would apply to most disputes.

A foreign nonmain proceeding is a foreign proceeding pending in a country where the debtor has an establishment. Establishment is defined as any place of operations where

the debtor carries out a nontransitory economic activity.

The Monitor established the existence and legitimacy of the foreign proceeding and the foreign representative's right to act on behalf of the foreign proceeding by attaching the CCAA Order to the petition and presented it at the hearing. The remaining issue is whether the foreign proceeding qualifies as a foreign main proceeding or a foreign nonmain proceeding.

The Court considered the factors listed above to determine Rock Well U.S.'s COMI. It is apparent that although the registered and business office for Rock Well U.S. is in Sheridan, certain management and business functions regarding the entity are performed in Canada at the headquarters of the holding company. The location of the debtor, its assets and majority of its creditors are located in the United States. The debtor admitted at the hearing that the laws of the District of Wyoming would apply to legal disputes. Based upon the evidence presented, the Monitor did not meet its burden establishing that Canada is the COMI for Rock Well U.S. The foreign proceeding is not a foreign main proceeding.

The testimony and evidence does support that Rock Well U.S. has a place of operations in Canada where it carries out nontransitory economic activity. As stated above, aspects of the management and business operations are conducted in Calgary, Canada for economic efficiency. Business functions conducted include: accounting and tax preparation, finance, shareholder relations, banking and the decision-making by the

reservoir engineer who determines the production of the subsidiary entities. These are nontransitory (or non-temporary) economic activities. Rock Well U.S. has demonstrated that it meets the requirements as a foreign nonmain proceeding.

Based on the Court's findings set forth above and the requests made by the Monitor as well as the legal authority set forth in Section 1521(a)(7), the Court finds that Bankruptcy Code Sections 361, 362, 363, 364, 365, 366, 502, 503, 507, 541, 546(b), 552 and 553 shall apply in this Chapter 15 case. Additionally, based on the request of the objecting creditors, to which the Monitor has consented, the Court also finds that Section 510 Bankruptcy Code shall apply in this case.

Furthermore, Sections 326- 331, 501, 504, 505, 506, 544, 547, 548 550 and 551, and other sections of the United States Bankruptcy Code, as needed by the Monitor, or the affected creditors, for the efficient administration of the estate, may be made applicable to property of the estate, upon motion, notice and opportunity to object and approved by the court.

With respect to the debtor, the Monitor is entitled to relief expressly set forth in 11 U.S.C. § 1521(a). The relief granted is necessary and appropriate, in the interests of public and international comity, consistent with the public policy of the United States, and warranted pursuant to 11 U.S.C. §§ 105(a) and 1521 and Rule 7065 of the Federal Rules of Bankruptcy Procedure and will not cause any hardship to the creditors of the Rock Well U.S. or other parties in interest that is not outweighed by the benefits of the relief being

granted.

THEREFORE IT IS ORDERED

- (1) that the petition for recognition of the Canadian Proceeding as a foreign main proceeding is **DENIED**; and,
- (2) that the objections filed by Caterpillar Financial Services Corporation, Powder River Energy Corporation, XOG Operating, Geronimo Holding Corporation, First Interstate Bank and First Federal Savings Bank are **OVERRULED**; and,
- (3) that the petition for recognition of the Canadian Proceeding as a foreign nonmain proceeding is **GRANTED**; and,
- (4) that Bankruptcy Code Sections 361, 362, 363, 364, 365, 366, 502, 503, 507, 510, 541, 546(b), 552 and 553 shall apply to the property of the Debtor that is within the territorial jurisdiction of the United States in this Chapter 15 case and foreign nonmain proceeding; and,
- (5) That Sections 326-331, 501, 504, 505, 506, 544, 547, 548 550 and 551, and other sections of the United States Bankruptcy Code, as needed by the Monitor, or the affected creditors, for the efficient administration of the estate, may be made applicable to property of the estate, upon motion, notice and opportunity to object and approved by the court; and
- (6) that the Monitor, upon filing any reports in the Canadian Proceeding,

simultaneously file and serve a copy of the report on the parties of interest, United States Trustee for the District of Wyoming, all parties listed in the Rule 1007(a)(4) statement and all parties requesting notice in these cases and file a certification of service with the court.; and

- (7) that, no later than five (5) business days from the date of this Order, Rock Well U.S. and the Monitor shall serve a copy of this Order on all interested parties, including, the United States Trustee for the District of Wyoming, all parties listed in the Rule 1007(a)(4) statement filed herein and all parties requesting notice in these cases. Also within five (5) business days from the date of service, Rock Well U.S. and the Monitor shall file a certificate of service listing the parties served including the address.

Dated this 27 day of February, 2009.

BY THE COURT:

A handwritten signature in black ink, appearing to read 'Peter J. McNiff', is written over a horizontal line.

Hon. Peter J. McNiff
United States Bankruptcy Judge

TAB 7

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	x	
In re	:	In a case under Chapter 15
	:	of the Bankruptcy Code
<i>Tembec Industries Inc.</i>	:	
	:	Case No. 08-13435 (rdd)
	:	
Debtor in a Foreign Proceeding	:	
-----	x	

**ORDER GRANTING RECOGNITION OF A FOREIGN MAIN PROCEEDING
AND PERMANENT INJUNCTION AND RELATED RELIEF**

This matter having come before this Court upon the Verified Petition for Recognition of a Foreign Main Proceeding and Motion for a Permanent Injunction and Related Relief (the “***Petition and Motion***,” capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Petition and Motion), the Memorandum of Law in Support of the Verified Petition for Recognition of a Foreign Main Proceeding and Motion for a Permanent Injunction and Related Relief (the “***Memorandum of Law***”) and the Declaration of Michel J. Dumas (the “***Dumas Declaration***,” together with the Petition and Motion and the Memorandum of Law, the “***Chapter 15 Pleadings***”), each filed on September 4, 2008 by or on behalf of Michel J. Dumas (the “***Petitioner***”) in his capacity as the duly appointed foreign representative of Tembec Industries Inc. (the “***Debtor***”), a debtor in a proceeding captioned *In the Matter of a Proposed Plan of Arrangement of Tembec Arrangement Inc., Tembec Industries Inc. and Tembec Enterprises Inc.*, Court File No. 08-CL-7367 (the “***Canadian Proceeding***”) relating to the adjustment of debts under sections 192(3) and 192(4) of the *Canada Business Corporations Act*, R.S.C. 1985, c. C-44 (as amended, the “***CBCA***”) currently pending before the Ontario Superior Court of Justice (the “***Canadian Court***”); and the Court having reviewed and considered the Chapter 15 Pleadings; and having held a hearing to consider the relief requested in the Petition

and Motion on October 31, 2008 (the “**Recognition Hearing**”); and due and timely notice of the filing of the Chapter 15 Pleadings and the Recognition Hearing having been given pursuant to the Court’s Order Scheduling Hearing and Specifying Form and Manner of Service and Notice, dated September 5, 2008, which notice is deemed adequate for all purposes such that no other or further notice thereof need be given; and no objections or other responses having been filed to the relief requested in the Petition and Motion; and all interested parties having had due and proper notice and an opportunity to be heard; upon the record of the Recognition Hearing, and after due deliberation, and sufficient cause appearing therefor, and for the reasons stated by this Court on the record of the Recognition Hearing, this Court hereby **FINDS AND CONCLUDES THAT**:

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334 and 157.
2. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P).
3. Venue is proper in this District pursuant to 28 U.S.C. § 1410.
4. This case was properly commenced pursuant to sections 1504 and 1515 of title 11 of the United States Code (the “**Bankruptcy Code**”).
5. The Canadian Proceeding is entitled to recognition by this Court pursuant to sections 1515 and 1517(a) of the Bankruptcy Code.
 - a. The Canadian Proceeding is a foreign proceeding within the meaning of section 101(23) of the Bankruptcy Code.
 - b. The Petition and Motion meets the requirements of section 1515 of the Bankruptcy Code.

c. The Petitioner is a duly appointed foreign representative of the Debtor and the Canadian Proceeding within the meaning of section 101(24) of the Bankruptcy Code (the “***Foreign Representative***”).

d. The Canadian Proceeding is pending in Canada, which is the country where the center of the main interests of the Debtor is located, and, as such, is entitled to recognition as a foreign main proceeding pursuant to sections 1502(4) and 1517(b)(1) of the Bankruptcy Code.

6. The Foreign Representative is entitled to all of the relief set forth in section 1520 of the Bankruptcy Code.

7. Absent permanent injunctive relief, the Canadian Proceeding and the Debtor’s efforts in consummating the Plan may be thwarted by actions of certain creditors, a result inimical to the purposes of chapter 15 as reflected, *inter alia*, in section 1501(a) of the Bankruptcy Code. Such actions would threaten, frustrate, delay and ultimately jeopardize the Canadian Proceeding and the implementation of the Plan.

8. The relief sought in the Petition and Motion will not cause undue hardship or inconvenience to parties in interest and, to the extent that any hardship or inconvenience may result, such hardship or inconvenience will be outweighed by the benefits to the Debtor, its estate and its creditors.

9. The relief sought in the Petition and Motion is necessary to effectuate the purposes of chapter 15, to protect the Debtor and the interests of its creditors, and is not manifestly contrary to the public policy of the U.S.

10. To the extent not already provided under section 1520 of the Bankruptcy Code, the Petitioner is entitled to the relief set forth herein under section 1521 of the Bankruptcy Code.

For all of the foregoing reasons, and after due deliberation and sufficient cause appearing therefor, **IT IS HEREBY ORDERED THAT, AS OF THE DATE HEREOF:**

(a) The Canadian Proceeding is granted recognition as a foreign main proceeding as defined in section 101(23), and pursuant to sections 1517(a) and 1517(b)(1), of the Bankruptcy Code;

(b) The Petitioner is the duly appointed foreign representative of the Debtor within the meaning of section 101(24) of the Bankruptcy Code;

(c) The Plan and the Sanction Order shall be given full force and effect and be binding on and enforceable against all Old Noteholders in the U.S.;

(d) Except as provided in or permitted by the Plan or the Sanction Order, all Old Noteholders (solely in their capacity as such) are permanently enjoined and restrained from:

(i) taking or continuing any act to obtain possession of, or exercise control over, the Debtor or any of its property that is located within the territorial jurisdiction of the U.S. or any proceeds thereof (“**Property**”);

(ii) transferring, relinquishing or disposing of any Property of the Debtor;

(iii) commencing or continuing any action or legal proceeding (including, without limitation, arbitration, mediation or any judicial, quasi-judicial, administrative or regulatory action, proceedings or process whatsoever), including by way of counterclaim (each individually, an “**Action**”) against the

Debtor or any of its Property or seeking discovery of any nature against the Debtor; and

(iv) commencing or continuing any act or Action to create, perfect or enforce any lien, set-off or other claim against the Debtor or any of its Property.

(e) Upon the issuance of the Sanction Order, except as provided in the Plan or the Sanction Order, all Old Noteholders are required to turn over and account to the Foreign Representative for any Property of which they have possession, custody or control;

(f) This Court shall retain jurisdiction with respect to the enforcement, amendment or modification of this Order or requests for any additional relief in this case filed under chapter 15 of the Bankruptcy Code and all adversary proceedings in connection therewith properly commenced and within the jurisdiction of this Court;

(g) Section 1510 of the Bankruptcy Code shall apply to its fullest extent to any actions taken by the Petitioner, his successors, agents, representatives or counsel in preparing, disseminating, applying for, implementing or otherwise acting in furtherance of the Petition and Motion;

(h) Nothing in this Order shall be construed to apply to the United States' right to enforce or collect the attorney's fees and costs awarded to the United States on July 19, 2007 by the Arbitral Tribunal established under Article 1126 of the North American Free Trade Agreement (hereafter "NAFTA Fee Award") and that were the subject of *Tembec, Inc. v. United States*, 07 Civ. 1905 (RMC) in the United States District Court for the District of Columbia or shall be construed to limit the Debtor's right to assert any available defenses to the payment of the NAFTA Fee Award. Nothing in this Order shall be construed to require the United States to file a proof of claim regarding the NAFTA Fee Award in this Chapter 15 case, and nothing in

this Order shall be construed to extinguish, stay, or otherwise impair the United States' right to enforce or collect the attorney's fees and costs awarded to the United States in the NAFTA Fee Award.

(i) This Order shall be served upon all Old Noteholders on or before November 7, 2008, in the same manner in which notice of the Petition and Motion was made pursuant to the Order Scheduling Hearing and Specifying Form and Manner of Service and Notice, dated September 5, 2008, and such service will be good and sufficient service and adequate notice for all purposes; and

(j) The Chapter 15 Pleadings shall be made available by the Foreign Representative upon request to the Foreign Representative's counsel, Shearman & Sterling LLP, 599 Lexington Avenue, New York, New York 10022 (Attn: Brian E. Iorio, Esq.).

Dated: New York, New York
October 31, 2008

/s/Robert D. Drain
United States Bankruptcy Judge

Miscellaneous:[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 9:58 PM EST and filed on 1/17/2012

Case Name: Catalyst Paper Corporation**Case Number:** [12-10221-PJW](#)**Document Number:** [8](#)**Docket Text:**

Appendix *Compendium of Docketed Orders Cited in Memorandum of Law* (related document(s)[7]) Filed by Catalyst Paper Corporation. (Attachments: # (1) Exhibit 1 - 7) (Durrer, Van)

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

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

[STAMP bkecfStamp_ID=983460418 [Date=1/17/2012] [FileNumber=10446095-0]
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Document description:Exhibit 1 - 7**Original filename:**2 - COMPENDIUM TABS 1 - 7.pdf**Electronic document Stamp:**

[STAMP bkecfStamp_ID=983460418 [Date=1/17/2012] [FileNumber=10446095-1]
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ec4383effda53948b36bef349e5c2e0f534e1b049fff0f5c61bc06d5b1488]]

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: