09-12128

(Official Form 1) (10/06)

United States Bankruptcy Court
For the District of Delaware

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): **FPS Canada Inc.**	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): **Fraser Papers Inc. (Canada)**	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec./Complete EIN or other Tax I.D. No. (if more than one, state all): **0466 (Canadian Tax ID No.)**	Last four digits of Soc. Sec./Complete EIN or other Tax I.D. No. (if more than one, state all):
Street Address of Debtor (No. & Street, City, and State): 181 Bay Street, Ste. 200, Brookfield Place Toronto, ON — ZIP CODE M5J 2T3	Street Address of Joint Debtor (No. & Street, City, and State): — ZIP CODE
County of Residence or of the Principal Place of Business:	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): — ZIP CODE	Mailing Address of Joint Debtor (if different from street address): — ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above): **Delaware** — ZIP CODE	

Type of Debtor
(Form of Organization)
(Check **one** box)

- ☐ Individual (includes Joint Debtors) *See Exhibit D on page 2 of this form.*
- ☒ Corporation (includes LLC and LLP)
- ☐ Partnership
- ☐ Other (If debtor is not one of the above entities, check this box and state type of entity below.)

Nature of Business
(Check **one** box)

- ☐ Health Care Business
- ☐ Single Asset Real Estate as defined in 11 U.S.C. §101(51B)
- ☐ Railroad
- ☐ Stockbroker
- ☐ Commodity Broker
- ☐ Clearing Bank
- ☒ Other

Tax-Exempt Entity
(check box, if applicable)

- ☐ Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).

Chapter of Bankruptcy Code Under Which the Petition is Filed (Check **one** box)

- ☐ Chapter 7
- ☐ Chapter 9
- ☐ Chapter 11
- ☐ Chapter 12
- ☐ Chapter 13
- ☒ Chapter 15 Petition for Recognition of a Foreign Main Proceeding
- ☐ Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding

Nature of Debts
(Check **one** box)

- ☐ Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purposes."
- ☒ Debts are primarily business debts

Filing Fee (Check one box)

- ☒ Full Filing Fee attached.
- ☐ Filing Fee to be paid in installments (applicable to individuals only.) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.
- ☐ Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.

Chapter 11 Debtors

Check one box:
- ☐ Debtor is a small business debtor as defined in 11 U.S.C. §101(51D).
- ☐ Debtor is not a small business debtor as defined in 11 U.S.C. §101(51D).

Check if:
- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than $2 million.

Check all applicable boxes:
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

Statistical/Administrative Information
- ☐ Debtor estimates that funds will be available for distribution to unsecured creditors.
- ☐ Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

THIS SPACE IS FOR COURT USE ONLY

Estimated Number of Creditors

1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	Over 100,000
☒	☐	☐	☐	☐	☐	☐	☐	☐	☐

Estimated Assets

$0 to $10,000	$10,000 to $100,000	$100,000 to $1 million	$1 million to $100 million	More than $100 million
☒	☐	☐	☐	☐

Estimated Liabilities

$0 to $50,000	$50,000 to $100,000	$100,000 to $1 million	$1 million to $100 million	More than $100 million
☒	☐	☐	☐	☐

2915737.1

Voluntary Petition *(This page must be completed and filed in every case.)*	Name of Debtor(s): **FPS Canada Inc.**	
All Prior Bankruptcy Case Filed Within Last 8 Years (If more than two, attach additional sheet)		
Location Where Filed:	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)		
Name of Debtor: **See Attachment A**	Case Number:	Date Filed:
District:	Relationship:	Judge:

Exhibit A	**Exhibit B**
(To be completed if debtor is required to file periodic reports (*e.g.*, forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under Chapter 11.) ☐ Exhibit A is attached and made a part of this petition.	(To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under Chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S. C. § 342(b). X ______________________________ Signature of Attorney for Debtor(s) (Date)

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☒ No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue
(Check any applicable box.)

☐ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

☒ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Statement by a Debtor Who Resides as a Tenant of Residential Property
(Check all applicable boxes.)

☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

____
(Name of landlord that obtained judgment)

____
(Address of landlord)

☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

☐ Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Voluntary Petition
(This page must be completed and filed in every case)

Name of Debtor(s):
FPS Canada Inc.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X ____________________
Signature of Debtor

X ____________________
Signature of Joint Debtor

____
Telephone Number (If not represented by attorney)

____
Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only **one** box)

☒ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S. C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X ____________________
(Signature of Foreign Representative)
Fraser Papers Inc. as Foreign Representative of FPS Canada Inc.
By: J. Peter Gordon
(Printed Name of Foreign Representative)
6.18.09
Date

Signature of Attorney

X ____________________
Signature of Attorney for Debtor(s)

Derek C. Abbott, Esquire
Printed Name of Attorney for Debtor(s)

Morris, Nichols, Arsht & Tunnell, LLP
Firm Name

1201 N. Market St. Wilmington, Delaware 19899-1347
Address

302-658-9200
Telephone Number

6.18.09
Date

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X ____________________
Signature of Authorized Individual

____
Printed Name of Authorized Individual

____
Title of Authorized Individual

____
Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19B is attached.

____
Printed Name and title, if any, of the Bankruptcy Petition Preparer

____
Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

____
Address

____

X ____________________

____
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

Attachment A – Pending Bankruptcy Cases Filed by Affiliates of Debtor

- Fraser Papers Inc.
- Fraser Papers Holdings Inc.
- Fraser Timber Ltd.
- Fraser Papers Limited
- Fraser N.H. LLC

Attachment B – Certified Copy of Documents Required by 11 U.S.C. § 1515(b)

A certified copy of the Initial Order entered by the Ontario Superior Court of Justice (Commercial List) with respect to this Debtor in Foreign Proceedings has been filed contemporaneously herewith as a petition attachment in the proposed main case, *In re Fraser Papers Inc.*, and is specifically incorporated herein by reference.

<u>EXHIBIT 1</u>

<u>BOARD RESOLUTION</u>

FPS CANADA INC.
(the "Corporation")

"WHEREAS the directors recognize that the Corporation, together with Fraser Papers Inc. ("Fraser Papers"), Fraser Papers Holdings Inc., Fraser Timber Limited, Fraser Papers Limited and Fraser N.H. LLC (collectively, with the Corporation, the "Fraser Group") operate on a fully integrated basis and that the ability of the Corporation to carry on business is materially affected by the financial status, business and operations of the other members of the Fraser Group and in particular Fraser Papers;

AND WHEREAS the Board of Directors of Fraser Papers has confirmed that Fraser Papers is insolvent and on June 17, 2009 resolved to file for protection from its creditors in Canada and the United States of America (the "U.S.");

AND WHEREAS the Corporation's sole operational function is to act as agent for Fraser Papers;

AND WHEREAS the Corporation would not be able to satisfy its obligations pursuant to corporate guarantees the Corporation has provided to Brookfield Asset Management Inc. and CIT Business Credit Canada Inc if called upon to do so;

AND WHEREAS in light of the foregoing, it has been determined that it is in the best interests of the Corporation that it seek protection under applicable insolvency legislation in Canada and the U.S., in order to allow the Corporation to restructure its affairs within the context of a court-supervised proceeding;

NOW THEREFORE BE IT RESOLVED THAT:

1. the Corporation is hereby authorized and directed to take such steps and do all acts as may be necessary for the Corporation to seek an Order from the Court under the *Companies' Creditors Arrangement Act (Canada)* (the "CCAA") and to have such Order recognized in the U.S. through the commencement of a proceeding pursuant to Chapter 15 of the US *Bankruptcy Code* (the "Chapter 15 Proceeding"), substantially on the terms of the draft Initial Order annexed hereto as Schedule "A";

2. the law firm of ThorntonGroutFinnigan LLP, is hereby confirmed as Canadian counsel for the Corporation in connection with the Corporation's filing for protection under the CCAA and in instructing the Corporation's U.S. counsel in respect of the Chapter 15 Proceeding;

3. the law firm of Morris, Nichols, Arsht and Tunnell, 1201 North Market Street, Wilmington, Delaware 19899, is hereby confirmed as U.S. attorneys for the Corporation in connection with the Chapter 15 Proceeding;

4. the Corporation is hereby authorized to retain and take all actions necessary to effect the retention and employment of such other lawyers, advisors or other individuals or entities as may be required by the Corporation in connection with the CCAA and Chapter 15 Proceeding or any matter related thereto;

5. the Corporation is hereby authorized and directed to execute whatever documents may be necessary in connection with new financing to be provided to the Fraser Group by CIT Business Credit Canada Inc. and Brookfield Asset Management Inc., each dated June 17, 2009 (the "DIP Term Sheets"), in substantially the form of the draft DIP Term Sheets attached hereto as Schedules "B" and "C";

6. in respect of a filing made pursuant to the authority conferred by this resolution under paragraph 1 above, any one officer or director of the Corporation be and is hereby authorized to execute, file and deliver for, on behalf and in the name of the Corporation all filings, petitions, applications, affidavits, schedules, lists, agreements, certificates, documents or other instruments, and to do all such acts or things as he deems necessary or appropriate to obtain the relief contemplated herein.

* * * * * * * *

The undersigned, Chairman of FPS Canada Inc., hereby certifies that the foregoing represents a true and correct copy of a resolution dated June 17, 2009 and that such resolution is in full force and effect, unamended, as of the date hereof.

DATED at Toronto, Ontario this 18th day of June, 2009.

Peter Gordon
Chairman

FPS CANADA INC.

ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS WITHOUT A MEETING

June 17, 2009

The undersigned, being all of the Directors of FPS CANADA INC. (the "Corporation"), unanimously take the following action and adopt the following resolution:

WHEREAS the directors recognize that the Corporation, together with Fraser Papers Inc. ("Fraser Papers"), Fraser Papers Holdings Inc., Fraser Timber Limited, Fraser Papers Limited and Fraser N.H. LLC (collectively, with the Corporation, the "Fraser Group") operate on a fully integrated basis and that the ability of the Corporation to carry on business is materially affected by the financial status, business and operations of the other members of the Fraser Group and in particular Fraser Papers;

AND WHEREAS the Board of Directors of Fraser Papers has confirmed that Fraser Papers is insolvent and on June 17, 2009 resolved to file for protection from its creditors in Canada and the United States of America (the "U.S.");

AND WHEREAS the Corporation's sole operational function is to act as agent for Fraser Papers;

AND WHEREAS the Corporation would not be able to satisfy its obligations pursuant to corporate guarantees the Corporation has provided to Brookfield Asset Management Inc. and CIT Business Credit Canada Inc if called upon to do so;

AND WHEREAS in light of the foregoing, it has been determined that it is in the best interests of the Corporation that it seek protection under applicable insolvency legislation in Canada and the U.S., in order to allow the Corporation to restructure its affairs within the context of a court-supervised proceeding;

NOW THEREFORE BE IT RESOLVED THAT:

1. the Corporation is hereby authorized and directed to take such steps and do all acts as may be necessary for the Corporation to seek an Order from the Court under the *Companies' Creditors Arrangement Act (Canada)* (the "CCAA") and to have such Order recognized in the U.S. through the commencement of a proceeding pursuant to Chapter 15 of the US *Bankruptcy Code* (the "Chapter 15 Proceeding"), substantially on the terms of the draft Initial Order annexed hereto as Schedule "A";

2. the law firm of ThorntonGroutFinnigan LLP, is hereby confirmed as Canadian counsel for the Corporation in connection with the Corporation's filing for protection under the CCAA and in instructing the Corporation's U.S. counsel in respect of the Chapter 15 Proceeding;

3. the law firm of Morris, Nichols, Arsht and Tunnell, 1201 North Market Street, Wilmington, Delaware 19899, is hereby confirmed as U.S. attorneys for the Corporation in connection with the Chapter 15 Proceeding;

4. the Corporation is hereby authorized to retain and take all actions necessary to effect the retention and employment of such other lawyers, advisors or other individuals or entities as may be required by the Corporation in connection with the CCAA and Chapter 15 Proceeding or any matter related thereto;

5. the Corporation is hereby authorized and directed to execute whatever documents may be necessary in connection with new financing to be provided to the Fraser Group by CIT Business Credit Canada Inc. and Brookfield Asset Management Inc., each dated June 17, 2009 (the "DIP Term Sheets"), in substantially the form of the draft DIP Term Sheets attached hereto as Schedules "B" and "C";

6. in respect of a filing made pursuant to the authority conferred by this resolution under paragraph 1 above, any one officer or director of the Corporation be and is hereby authorized to execute, file and deliver for, on behalf and in the name of the Corporation all filings, petitions, applications, affidavits, schedules, lists, agreements, certificates, documents or other instruments, and to do all such acts or things as he deems necessary or appropriate to obtain the relief contemplated herein.

{Remainder of page intentionally left blank}

This document shall be filed with the minutes of Directors' meetings.

IN WITNESS WHEREOF, the undersigned hereby consent to the foregoing Action by Unanimous Written Consent as of June 17, 2009.

DOMINIC GAMMIERO

PETER GORDON

GLEN MCMILLAN

This document shall be filed with the minutes of Directors' meetings.

IN WITNESS WHEREOF, the undersigned hereby consent to the foregoing Action by Unanimous Written Consent as of June 17, 2009.

DOMINIC GAMMIERO

PETER GORDON

GLEN MCMILLAN

EXHIBIT 2

FED. R. BANKR. P. 7007.1 STATEMENT

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 15
	)	
FPS CANADA INC.,	)	Case No. 09______ (___)
	)	
Debtor in Foreign Proceedings.	)	Joint Administration Proposed
	)	

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

In accordance with Federal Rule of Bankruptcy Procedure 7007.1, the undersigned certifies that the following entity is a corporation that directly or indirectly owns 10% or more of any class of FPS Canada Inc.'s equity interests:

Fraser Papers Inc.
181 Bay Street, Suite 200
Brookfield Place
Toronto, Ontario M5J 2T3
CANADA

Date: June 18, 2009

Signature: [signature]
J. Peter Gordon
Chief Financial Officer of FPS Canada Inc.

Open New Voluntary Bankruptcy Case

U.S. Bankruptcy Court

District of Delaware

Notice of Bankruptcy Case Filing

The following transaction was received from Derek C. Abbott entered on 6/18/2009 at 5:02 PM EDT and filed on 6/18/2009

Case Name: FPS Canada Inc.
Case Number: 09-12128
Document Number: 1

Docket Text:
Chapter 15 Petition for Recognition of Foreign Proceeding. Fee Amount $1039 Filed by FPS Canada Inc.. (Abbott, Derek)

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

Document description: Main Document
Original filename: X:\64880 Fraser -DIP\Voluntary Petitions\061809 FPS Canada Inc. - Petition.pdf
Electronic document Stamp:
[STAMP bkecfStamp_ID=983460418 [Date=6/18/2009] [FileNumber=7350682-0]
[616fbd37da71bab434c58bca17e1f9d085d331bef21acd57603055dee3809e729b06
8d9e687ebbb54ef2b25e8328386fa1e1530c4ffc34021f5109c11df30d54]]

09-12128 Notice will be electronically mailed to:

Derek C. Abbott on behalf of Debtor FPS Canada Inc.
dabbott@mnat.com, rfusco@mnat.com;ecampbell@mnat.com

United States Trustee
USTPREGION03.WL.ECF@USDOJ.GOV

09-12128 Notice will not be electronically mailed to: