
PROOF OF CLAIM

FOR CREDITORS OF FRASER PAPERS INC., FPS CANADA INC., FRASER PAPERS HOLDINGS INC., FRASER TIMBER LTD., FRASER PAPERS LIMITED, FRASER N.H. LLC (Each an "Applicant" and collectively, the "Applicants") and THEIR FORMER AND CURRENT OFFICERS AND DIRECTORS (collectively, the "Directors")

Please read carefully the enclosed Instruction Letter for completing this Proof of Claim form. Capitalized terms not defined within this Proof of Claim form shall have the meaning ascribed thereto in the Order of the Superior Court of Justice (Commercial List) dated July 15, 2009, as may be amended from time to time (the "Claims Order").

1. PARTICULARS OF CREDITOR:

(a) Full Legal Name of Creditor (include trade name, if different):

(the "Creditor"). The full legal name should be the name of the Creditor of the Applicant(s), notwithstanding whether an assignment of a Claim, or a portion thereof, has occurred prior to or following June 18, 2009.

(b) Full Mailing Address of the Creditor:

The mailing address should be the mailing address of the Creditor and not any assignee.

(c) Other Contact Information of the Creditor:

Telephone Number: _____

Email Address: _____

Facsimile Number: _____

Attention (Contact Person): _____

(d) Has the claim set out herein been sold, transferred or assigned by the Creditor to another party?

Yes No

2. **PARTICULARS OF ASSIGNEE(S) (IF APPLICABLE)**

If the Claim set out herein has been sold, transferred or assigned, complete the required information set out below. If there is more than one assignee, please attach a separate sheet that contains all of the required information set out below for each assignee.

(a) Full Legal Name of Assignee:

(b) Full Mailing Address of the Assignee:

Other Contact Information of the Assignee:

Telephone Number: _____

Email Address: _____

Facsimile Number: _____

Attention (Contact Person): _____

3. **PROOF OF CLAIM – CLAIM AGAINST THE APPLICANT(S)**

THE UNDERSIGNED HEREBY CERTIFIES AS FOLLOWS:

(a) That I:

am a Creditor of one or more of the Applicants; **OR**

am

(state position or title)

of _____
(name of Creditor)

(b) That I have knowledge of all the circumstances connected with the Claim described and set out below;

(c) The Applicant(s) was and still is indebted to the Creditor as follows (include all Claims that you assert against the Applicant(s). Claims should be filed in the currency of the transactions, with reference to the contractual rate of interest, if any, and such currency should be indicated as provided below in respect of the following Claim(s):

(complete using original currency and amount)

Applicant	(i) Amount of Claim Outstanding prior to June 18, 2009	(ii) Amount of Restructuring Claim	(iii) Total Claim (Sum of (i) and (ii))	Secured	Unsecured
<input type="checkbox"/> Fraser Papers Inc.	\$ _____	\$ _____	\$ _____	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> FPS Canada Inc.	\$ _____	\$ _____	\$ _____	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> Fraser Papers Holdings Inc.	\$ _____	\$ _____	\$ _____	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> Fraser Timber Ltd.	\$ _____	\$ _____	\$ _____	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> Fraser Papers Limited	\$ _____	\$ _____	\$ _____	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> Fraser N.H. LLC	\$ _____	\$ _____	\$ _____	<input type="checkbox"/>	<input type="checkbox"/>

For the purposes of the Claims Order only (and without prejudice to the terms of any plan of arrangement or compromise), Claims will be converted to United States dollars at the Bank of Canada noon spot rate as at the Valuation Date. (The exchange rate conversion on such date was: US\$1.00 = CAD\$1.1273).

4. NATURE OF CLAIM – Complete ONLY if you are asserting a Secured Claim

(CHECK AND COMPLETE APPROPRIATE CATEGORY)

Applicant: _____

Secured Claim of \$ _____
(Original Currency and amount)

In respect of this debt, I hold security over the assets of the Applicant(s) valued at \$ _____,
(Original Currency and amount)

the particulars of which security and value are attached to this Proof of Claim form.

Unsecured Claim of \$ _____
(Original Currency and amount)

(Give full particulars of the security, including the date on which the security was given the value which you ascribe to the assets charged by your security, the basis for such valuation and attach a copy of the security documents evidencing the security.)

(If you are asserting multiple secured claims, against one or more of the Applicants, please provide full details of your security against each of the Applicants)

5. **PARTICULARS OF CLAIM**

Other than as already set out herein, the particulars of the undersigned's total Claim against the Applicant(s) are attached on a separate sheet.

Provide all particulars of the Claim and supporting documentation that you feel will assist in the determination of your Claim. At a minimum, you are required to provide the invoice date, invoice number, the amount of each outstanding invoice and the related purchase order number. Further particulars may include the following if applicable: a description of the transaction(s) or agreement(s) giving rise to the Claim; contractual rate of interest (if applicable); name of any guarantor which has guaranteed the Claim; details of all credits, discounts, etc. claimed; description of the security if any, granted by the affected Applicant(s) to the Creditor, the estimated value of such security and the basis for such valuation; and the particulars of any Restructuring Claim.

6. **PROOF OF CLAIM – CLAIMS AGAINST THE DIRECTOR(S)**

THIS SECTION SHOULD ONLY BE COMPLETED BY A CREDITOR ASSERTING A CLAIM AGAINST THE DIRECTOR(S). A CREDITOR ASSERTING A CLAIM ONLY AGAINST THE APPLICANT(S) MUST NOT COMPLETE THIS SECTION.

THE UNDERSIGNED HEREBY CERTIFIES AS FOLLOWS:

(a) That I:

- am a Creditor of one or more of the Director(s); **OR**
- am

(state position or title)

of _____

(name of Creditor)

(b) I assert a claim against the following Director(s) (please list below the individual Directors:

(c) That I have knowledge of all the circumstances connected with the Claim described and set out below;

(d) The Director(s) was and still is indebted to the Creditor as follows (include all Claims that you assert against the Director(s). Claims should be filed in the currency of the transactions, with reference to the contractual rate of interest, if any, and such currency should be indicated as provided below) in respect of a Claim arising on or prior to June 18, 2009:

_____ \$ _____
(Original Currency)

- (e) The Director(s) was and still is indebted to the Creditor as follows in respect of a Restructuring Claim arising on or after June 18, 2009:

_____ \$ _____

For the purposes of the Claims Order only (and without prejudice to the terms of any plan of arrangement or compromise), Claims will be converted to United States dollars at the Bank of Canada noon spot rate as at the Valuation Date. (The exchange rate conversion on such date was: US\$1.00 = CAD\$1.1273).

7. NATURE OF CLAIM – Complete ONLY if you are asserting a Secured Claim against the Directors

(CHECK AND COMPLETE APPROPRIATE CATEGORY)

Unsecured Claim of _____ \$ _____
(Original Currency and amount)

Secured Claim of _____ \$ _____
(Original Currency and amount)

In respect of this debt, I hold security over the assets of the Director(s) valued at
\$ _____,
(Original Currency and amount)

the particulars of which security and value are attached to this Proof of Claim form.

(Give full particulars of the security, including the date on which the security was given the value which you ascribe to the assets charged by your security, the basis for such valuation and attach a copy of the security documents evidencing the security.)

8. PARTICULARS OF CLAIM

Other than as already set out herein, the particulars of the undersigned’s total Claim against the Director(s) are attached on a separate sheet.

Provide all particulars of the Claim and supporting documentation that you feel will assist in the determination of your Claim, including the amount, description of transaction(s) and/or agreement(s) giving rise to the Claim, reasons for asserting the Claim against the Director(s) personally, name of any guarantor which has guaranteed the Claim, and amount of invoices, particulars of all credits, discounts, etc. claimed,

description of the security, if any, granted by the Director(s) to the Creditor and estimated value of such security and the particulars of any Restructuring Claim.

9. **FILING OF CLAIM**

This Proof of Claim form must be received by the Monitor by no later than **5:00 p.m. (Eastern Standard Time) on September 30, 2009**, unless a Restructuring Claim is being asserted in which case the Proof of Claim form related to your Restructuring Claim only must be received by the Monitor by no later than **5:00 p.m. (Eastern Standard Time) on the date which is the earlier of thirty (30) calendar days after the event giving rise to the Restructuring Claim or seven (7) calendar days prior to the date fixed by the Court for voting upon a Plan (the "Restructuring Claims Bar Date")**, by either regular mail, prepaid registered mail, personal delivery, courier, electronic communication or facsimile transmission at the following address:

PricewaterhouseCoopers Inc., the Court-appointed Monitor of the Applicants

By Fax or Email (please ensure you remit all pages of your proof of claim to the Monitor)

Fax: (416) 814-3219

Email: FPEmployeeClaims@ca.pwc.com

Or by Regular Mail, Registered Mail or Courier:

PricewaterhouseCoopers Inc.

Monitor of Fraser Papers Inc., FPS Canada Inc., Fraser Papers Holdings Inc.

Fraser Timber Ltd., Fraser Papers Limited and Fraser N.H. LLC

77 King Street West

P.O. Box 82, Suite 3000

Royal Trust Tower, TD Centre

Toronto, ON, Canada M5K 1G8

Attention: Mona Law

Telephone 1 (877) 332-1688

DATED this _____ day of _____, 2009.

Name of Creditor:

(Name)

Per: Name:
Title:
(please print)