

ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)

THE HONOURABLE ) THURSDAY, THE 17<sup>TH</sup> DAY  
 )  
MADAM JUSTICE PEPALL ) OF SEPTEMBER, 2009



IN THE MATTER OF THE *COMPANIES' CREDITORS  
ARRANGEMENT ACT*, R.S.C. 1985, C. C-36. AS  
AMENDED

IN THE MATTER OF A PROPOSED PLAN OF  
COMPROMISE OR ARRANGEMENT WITH RESPECT TO  
**FRASER PAPERS INC.**, FPS CANADA INC., FRASER  
PAPERS HOLDINGS INC., FRASER TIMBER LTD.,  
FRASER PAPERS LIMITED AND FRASER N.H. LLC

Applicants

**ORDER**

**THIS MOTION**, made by the Communications, Energy and Paperworkers Union of Canada (the “CEP Union”) was heard September 8, 2009 at 330 University Avenue, Toronto, Ontario.

**ON READING** the Motion Record of the CEP Union and other motion records filed in respect of the various motions returnable on this same date including the Motion Record of the Applicants dated September 1, 2009 and on reading the Monitor’s Fourth Report to the Court;

**AND ON HEARING** submissions of counsel for the CEP Union, the Applicants, the Monitor and other parties, and upon being advised that no one, including the Applicants or the Monitor, opposes the CEP Union’s request to continue to represent its members and to represent its former (retired) members (“Former Members”) herein, but that such parties oppose the CEP Union’s request for funding for such purpose;

1. **THIS COURT ORDERS** that, on consent of the Applicants and the Monitor, the CEP Union is hereby authorized to continue to represent its current members and to represent former members of bargaining units represented by the CEP Union, including pensioners, retirees, deferred vested participants and surviving spouses and dependents employed or formerly employed by the Applicants (“Current and Former CEP Members”) in this proceeding and in connection with any concurrent or subsequent proceeding that may be commenced under the *Bankruptcy and Insolvency Act* (“BIA”) or similar legislation (collectively, the “Proceedings”).
2. **THIS COURT ORDERS** that the CEP Union is authorized to determine, file, advance or compromise any and all claims of its Current and Former CEP Members that exist or may arise at law or equity or pursuant to any applicable collective agreement which may be made against the Applicants in the Proceedings in connection with any issue or matter related to any recovery, compromise of rights or entitlements of the Current or Former CEP Members.
3. **THIS COURT ORDERS** that the Applicants be, and they are hereby authorized and directed to provide to counsel for the CEP Union, as soon as possible after the granting of this Order, without charge, the names, last known addresses, last known phone numbers and email addresses (if any) of all Current and Former CEP Members.
4. **THIS COURT ORDERS** that, subject to any claims of privilege by the Applicants and in accordance with the terms of any collective bargaining agreement to which the Applicants and the CEP Union are a party, the Applicants shall respond to reasonable disclosure requests from counsel for the CEP Union with respect to any claim properly brought in the Proceedings, without charge. For that purpose the Applicants are hereby authorized to provide information which includes personal information related to individual Current and Former CEP

Members. For greater certainty, the Applicants are not required to create documents in response to such requests by the CEP Union. In the event of any dispute regarding such disclosure requests, the Monitor will assist in attempting to resolve such disputes.

5. **THIS COURT ORDERS** that any Current or Former CEP Member whose personal information is provided to counsel for the CEP Union by the Applicants pursuant to this Order is deemed to have consented for the purposes of any applicable privacy legislation to the Applicants providing such information, and to the collection, use and disclosure by the CEP Union of such information, provided that such information will be used or disclosed by the CEP Union solely for the purpose of representing the Current and Former CEP Members' interests in these Proceedings.

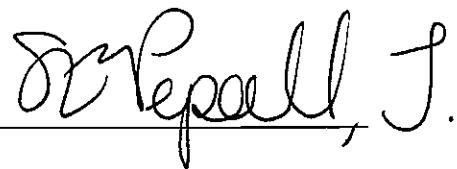
6. **THIS COURT ORDERS** that any individual Former Member who does not wish to continue to be represented in the Proceedings by the CEP Union shall, within 30 days of receiving notice of this Order, notify the Monitor, the Applicants and the CEP Union in writing, and shall thereafter represent themselves as an independent individual party to these proceedings.

7. **THIS COURT ORDERS** that the CEP Union shall provide notice of the granting of this Order to the Current and Former CEP Members in a manner deemed appropriate by the CEP Union and its counsel.

8. **THIS COURT ORDERS** that the CEP Union's request for funding from the Applicants is hereby dismissed.

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ON / BOOK NO:  
LE / DANS LE REGISTRE NO.:

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PER / PAR: 

IN THE MATTER OF THE COMPANIES' CREDITORS' ARRANGEMENT ACT, R.S.C. 1985, c.C-36 AS AMENDED

AND IN THE MATTER OF A PROPOSED PLAN OF COMPROMISE OR ARRANGEMENT WITH RESPECT TO **FRASER PAPERS INC.**,  
**FPS CANADA INC.**, **FRASER PAPERS HOLDINGS INC.**, **FRASER TIMBER LTD.**, **FRASER PAPERS LIMITED** and **FRASER N.H. LLC**  
(collectively, the "Applicants")

Court File No.: CV-09-8241-00CL

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(COMMERCIAL LIST)**

Proceedings commenced at Toronto

**ORDER**

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