



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

**THE HONOURABLE MADAM** ) **WEDNESDAY, THE 3<sup>RD</sup> DAY**  
)  
**JUSTICE PEPALL** ) **OF NOVEMBER, 2010**

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./PAPIERS FRASER INC.**, FPS  
CANADA INC., FRASER PAPERS HOLDINGS INC., FRASER  
TIMBER LIMITED, FRASER PAPERS LIMITED and FRASER  
N.H. LLC

Applicants

**ORDER**  
**(Stay Extension, Authorization and Direction re: Plan)**

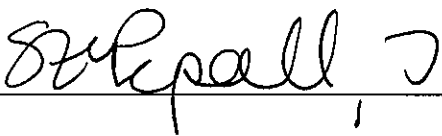
**THIS MOTION**, brought by the Applicants for the relief sought in the Notice of Motion herein dated October 28, 2010, was heard this day at 330 University Avenue, in the City of Toronto, Ontario.

**ON READING** the affidavit of Glen McMillan sworn October 28, 2010, the Thirteenth Report to the Court of PricewaterhouseCoopers Inc., in its capacity as court-appointed Monitor in this proceeding, filed separately, and on hearing the submissions of counsel for the Applicants, counsel for the Monitor and counsel for Brookfield (US) Corporation, as Initial Lender and

Lender and Brookfield Asset Management Inc., as Administrative Agent and Collateral Agent (collectively "BAM"), counsel for the court-appointed Committee Representing Unrepresented Employees and Former Employees (the "Davies Group"), and no one appearing for any other party on the Service List although all duly served as appears from the affidavit of service of Gloria Kalkounis sworn October 28, 2010, filed:

1. **THIS COURT ORDERS** that the time for the service of the Notice of Motion and the Motion Record be and it is hereby abridged to the date of actual service, this Motion is properly returnable today and service upon any other party other than those served with the Notice of Motion be and it is hereby dispensed with.
2. **THIS COURT ORDERS** that the Stay Period as described in the Order of this Honourable Court dated June 18, 2009, as amended (the "Initial Order") be, and is hereby extended to and including February 28, 2011.
3. **THIS COURT AUTHORIZES AND DIRECTS** the Applicants to proceed in the preparation of a Plan of Arrangement (the "Plan") on the basis of substantive consolidation of all of the Applicants.
4. **THIS COURT ORDERS** that the Monitor, in addition to its prescribed rights and obligations under the CCAA and in the Initial Order, is hereby directed and empowered to provide such advice and assistance to the Applicants as may be requested in the development of the Plan and any amendments to the Plan, in their negotiations with creditors and other interested persons and with the holding and administration of any meetings for voting on the Plan in accordance with any further Order of this Honourable Court with respect to such meetings.

5. **THIS COURT HEREBY REQUESTS** the aid, recognition and assistance of any court, tribunal, regulatory or administrative body in any province or territory of Canada (including pursuant to section 17 of the CCAA), and any judicial, regulatory or administrative body of the United States of America and the federal and state courts of the United States of America to act in aid of and to be complimentary to this Court in carrying out the terms of this Order, to give effect and recognition to this Order and to assist the Applicants, the Monitor as an officer of this Court and their respective agents in carrying out the terms of this Order.

  
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LE / DANS LE REGISTRE NO.:

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

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Proceedings commenced at Toronto

**ORDER**

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