

Order is appropriate and consistent with the Claims Objection and the Parties' discussions, and that entry of the order is in the best interests of the Debtors, their estates and creditors.

Accordingly, the Debtors respectfully request the Court to enter the Proposed Order at its earliest convenience without further notice or a hearing.

Dated: Wilmington, Delaware
January 7, 2010

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ATTORNEYS FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION

the Proposed Order is intended or shall be deemed to amend, modify or otherwise affect the First Order, as it shall remain in full force and effect.

EXHIBIT 1

Proposed Order

requested in the Objection is in the best interests of the Debtors, their estates and creditors and other parties in interest; and sufficient cause appearing for the relief requested in the Objection, it is hereby:

ORDERED, ADJUDGED AND DECREED that:

1. The Objection is sustained to the extent provided for herein.
2. Nothing in this Order is intended or shall be deemed to amend, modify or otherwise affect that certain Order Sustaining, In Part, Debtors' First Omnibus (Non-Substantive) Objection to Claims Pursuant to Section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007 and Local Rule 3007-1 [Docket No. 967] (the "First Order"), and the First Order shall remain in full force and effect.
3. Claim Number 2567 (the "Brazos Proof of Claim") filed by Brazos Forest Products L.P. ("Brazos") is hereby deemed timely filed and no other action needs to be taken by Brazos with respect to the filing of the Brazos Proof of Claim.
4. Pursuant to section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007 and Local Rule 3007-1, on account of the Brazos Proof of Claim, Brazos shall have: (i) an allowed administrative expense claim in the amount of \$8,000.00 under section 503(b)(9) of the Bankruptcy Code (the "Brazos 503(b)(9) Claim"); and (ii) an allowed general unsecured claim in the amount of \$2,744.80 (the "Brazos General Unsecured Claim"). The Brazos 503(b)(9) Claim and the Brazos General Unsecured Claim shall be treated in accordance with the provisions of that certain Joint Plan of Reorganization for the Debtors Under Chapter 11 of the Bankruptcy Code Amended December 14, 2009 (With Technical Modifications).
5. The Brazos 503(b)(9) Claim granted herein shall be binding on the Debtors, the Debtors' estates and any successors to the Debtors.

6. The Debtors' claims and noticing shall mark the Brazos Proof of Claim in accordance with the provisions of this Order.

7. The Debtors (and any successors or successors in interest) reserve any and all rights to amend, modify or supplement the Objection, and to file additional objections to any and all claims filed in these chapter 11 cases, including, without limitation, any and all claims that are the subject of the Objection.

8. The Debtors (and any successors or successors in interest) reserve any and all rights to object to any and all of the Disputed Claims on any and all grounds in any and all additional objections to claims filed in these chapter 11 cases.

9. This Court shall retain jurisdiction over any and all affected parties with respect to any and all matters, claims or rights arising from or related to the implementation or interpretation of this Order.

Dated: Wilmington, Delaware
January _____, 2010

Kevin J. Carey
Chief United States Bankruptcy Judge