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As filed with the Securities and Exchange Commission on March 25, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM F-X
APPOINTMENT OF AGENT FOR SERVICE OF PROCESS AND UNDERTAKING

RECEIVED MAR 27 2002

A. Name of each issuer or person filing ("Filer"): 1- Tembec Industries Inc.
2-Tembec Inc. - 61

B. This is [check one]
[x] an original filing for each Filer
[ ] an amended filing for each Filer

PROCESSED
APR 09 2002
THOMSON FINANCIAL

C. Identify the filing in conjunction with which this Form is being filed:

Name of registrants:	Tembec Industries Inc. Tembec Inc.
Form type:	Form F-10
File Number (if known):	Not available
Filed by:	Tembec Industries Inc. Tembec Inc.
Date Filed (if filed concurrently, so indicate):	Filed March 25th , 2002, concurrently with Form F-10

D. Tembec Industries Inc. is incorporated or organized under the laws of Canada, and has its principal place of business at 800 René-Lévesque Boulevard West, Suite 2790, Montréal, Quebec, H3B 1X9, telephone number (514) 871-0137. Tembec Inc. is incorporated under the laws of Quebec, Canada, and has its principal place of business at 800 René-Lévesque Boulevard West, Suite 2790, Montréal, Quebec, H3B 1X9, telephone number (514) 871-0137.

E. Each Filer designates and appoints Kronish Lieb Weiner & Hellman LLP (the "Agent") located at 1114 Avenue of the Americas, New York, New York 10036, Attention: Russell S. Berman, Esq., (212) 479-6000, as the agent of the Filer upon whom may be served any process, pleadings, subpoenas, or other papers in

(a) any investigation or administrative proceeding conducted by the Commission; and

(b) any civil suit or action brought against such Filer or to which such Filer has been joined as defendant or respondent, in any appropriate court in any place subject to the jurisdiction of any state of the United States or of any of its territories or possessions or of the District of Columbia, where the investigation, proceeding or cause of action arises out of or relates to or concerns (i) any offering made or purported to be made in connection with the securities registered or qualified by such Filer on Form F-10 on March 25, 2002 or any purchases or sales of any security in connection therewith; (ii) the securities in relation to which the obligation to file an annual report on Form 40-F arises, or any purchases or sales of such securities; (iii) any tender offer for the securities of a

1939. Each Filer stipulates and agrees that any such civil suit or action or administrative proceeding may be commenced by the service of process upon, and that service of an administrative subpoena shall be effected by service upon such agent for service of process, and that service as aforesaid shall be taken and held in all courts and administrative tribunals to be valid and binding as if personal service thereof had been made.

F. Each Filer stipulates and agrees to appoint a successor agent for service of process and file an amended Form F-X if such Filer discharges the Agent or the Agent is unwilling or unable to accept service on behalf of such Filer at any time until six years have elapsed from the date the issuer of the securities to which such Forms and Schedules relate has ceased reporting under the Exchange Act;

Each filer further undertakes to advise the Commission promptly of any change to the Agent's name and address during the applicable period by amendment of this Form, referencing the file number of the relevant form in conjunction with which the amendment is being filed.

G. Each Filer undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly when requested to do so by the Commission staff, information relating to: the Forms, Schedules and offering statements described in General Instructions I.(a), I.(b), I.(c), I.(d) and I.(f) of this Form, as applicable; the securities to which such Forms, Schedules and offering statements relate; and the transactions in such securities.

Each Filer certifies that it has duly caused this power of attorney, consent, stipulation and agreement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Montréal, Province of Quebec, Country of Canada this 25th day of March 2002.

Filer: Tembec Industries Inc.

By: _____
Name:
Title: Vice President, Finance, Chief Financial Officer and Chief Accounting Officer

Filer: Tembec Inc.

By: _____
Name:
Title: Vice President, Finance, Chief Financial Officer and Chief Accounting Officer

CERTIFIED EXTRACT OF THE RESOLUTION adopted by the consent of the board of directors of **TEMBEC INDUSTRIES INC.** (the "Corporation") as of March 22nd, 2002.

"**WHEREAS** the Corporation is considering an exchange offer made pursuant to the multi-jurisdictional disclosure system ("MJDS") in connection with an issue on March 13, 2002 of U.S.$350,000,000 of Senior Notes ("Notes") by a 144A Private Placement.

WHEREAS for the purposes of such an exchange offer, the Corporation will issue new notes in exchange for some or all of the Notes originally issued and such new notes shall be on terms substantially identical to the terms of the Notes originally issued and shall be included in the term "Notes" in lieu of the Notes for which they are offered or exchanged as appropriate to give effect to these resolutions and accomplish the exchange offer.

RESOLVED:

Exchange Offer

THAT Frank A. Dottori and Michel Dumas and any two directors of the Corporation (the "Authorized Officers") be, and each of them hereby is, authorized to prepare and file with the securities commission of the Provinces, or cause to be prepared and filed, (i) a preliminary prospectus and a final prospectus (collectively, the "Canadian Prospectus"), substantially in the form of the draft submitted to the Board of Directors, with such additions and changes thereto as the Authorized Officers shall deem necessary, appropriate or desirable, qualifying the distribution of the Exchange Notes pursuant to the Exchange Offer, together with such exhibits and other documents as they or any of them may deem necessary, appropriate or desirable, all in such form as they or any of them shall approve, the execution thereof and the receipt of such approval, and (ii) such amendments, including post-effective amendments, to the Canadian Prospectus, together with such additional exhibits and other documents, as they or any of them may deem necessary, may become and remain effective with respect to the distribution of the Exchange Notes under the securities laws of each such Province, and to pay any and all fees and expenses incurred in connection therewith;

THAT the Authorized Officers be, and each of them hereby is, authorized to prepare and file with the U.S. Securities and Exchange Commission (the "Commission"), or cause to be prepared and filed (i) a registration statement (the "Registration Statement") on the appropriate form under the Securities Act, with respect to the Exchange Offer, together with such exhibits and other documents as they or any of them may deem necessary, appropriate or desirable, all in such form as they or any of them shall approve, the execution thereof and the filing thereof with the Commission by the persons executing the same constitute conclusive evidence of such approval covering the registration of the Notes and the Exchange Offer, and (ii) such amendments, including post-effective amendments, to the Registration Statement, together with such additional exhibits and other documents, as they or any of them may deem necessary, appropriate or

desirable in order that the Registration Statement, as amended, may become and remain effective, and to pay any and all fees and expenses incurred in connection therewith;

THAT the Authorized Officers be, and each of them hereby is, authorized in the name and on behalf of the Corporation, to execute and deliver the Registration Statement, the Canadian Prospectus and/or the Shelf Registration Statement in such form and with such additions and changes thereto as the Authorized Officer executing the Registration Statement or the Prospectus shall deem necessary, appropriate or desirable, such determination to be conclusively evidenced by such Authorized Officer's execution or delivery thereof;

Additional Acts And Documents

THAT any one director or officer of the Corporation be and he is hereby authorized and directed, for and on behalf of the Corporation, to sign all documents and to do such other things as he may, in his sole discretion, consider necessary, appropriate or useful so as to give effect to the present resolutions."

I, the undersigned, Secretary of the Corporation, hereby certify the foregoing to be a true copy of a resolution adopted by the board of directors of the Corporation on March 22nd, 2002, which resolution is still in full force and effect.

Certified this 22nd day of March, 2002.

Claude Imbeau, Secretary

CERTIFIED EXTRACT OF THE RESOLUTION adopted by the consent of the board of directors of **TEMBEC INC.** (the "Company") as of March 22, 2002.

"**WHEREAS** Tembec Industries Inc. ("Industries") is considering an exchange offer made pursuant to the multi-jurisdictional disclosure system ("MJDS") in connection with an issue on March 13, 2002 of U.S.$350,000,000 of Senior Notes ("Notes") by a 144A Private Placement followed by, which is guaranteed by the Company.

WHEREAS for the purposes of such an exchange offer, Industries will issue new notes in exchange for some or all of the Notes originally issued and such new notes shall be on terms substantially identical to the terms of the Notes originally issued and shall be included in the term "Notes" in lieu of the Notes for which they are offered or exchanged as appropriate to give effect to these resolutions and accomplish the exchange offer.

RESOLVED:

Exchange Offer

THAT Frank A. Dottori and Michel Dumas and, if required by law, any two directors of the Company (the "Authorized Officers") be, and each of them hereby is, authorized to prepare and file with the securities commission of the Provinces, or cause to be prepared and filed, (i) a preliminary prospectus and a final prospectus (collectively, the "Canadian Prospectus"), substantially in the form of the draft submitted to the Board of Directors with such additions and changes thereto as the Authorized Officers shall deem necessary, appropriate or desirable, qualifying the distribution of the guarantee of the Exchange Notes and the Exchange Offer, together with such exhibits and other documents as they or any of them may deem necessary, appropriate or desirable, all in such form as they or any of them shall approve, the execution thereof and the receipt of such approval, and (ii) such amendments, including post-effective amendments, to the Canadian Prospectus, together with such additional exhibits and other documents, as they or any of them may deem necessary, may become and remain effective with respect to the distribution of the Exchange Notes under the securities laws of each such Province, and to pay any and all fees and expenses incurred in connection therewith;

THAT the Authorized Officers be, and each of them hereby is, authorized to prepare and file with the U.S. Securities and Exchange Commission (the "Commission"), or cause to be prepared and filed (i) a registration statement (the "Registration Statement") on the appropriate form under the Securities Act, with respect to the Exchange Offer, together with such exhibits and other documents as they or any of them may deem necessary, appropriate or desirable, all in such form as they or any of them shall approve, the execution thereof and the filing thereof with the Commission by the persons executing the same constitute conclusive evidence of such approval covering the registration of the guarantee of the Notes and the Exchange Offer, and (ii) such amendments, including post-effective amendments, to the Registration Statement, together with such additional exhibits and other documents, as they or any of them may deem necessary, appropriate or desirable in order that the Registration Statement, as

amended, may become and remain effective, and to pay any and all fees and expenses incurred in connection therewith;

THAT the Authorized Officers be, and each of them hereby is, authorized in the name and on behalf of the Corporation, to execute and deliver the Registration Statement, the Canadian Prospectus and/or the Shelf Registration Statement in such form and with such additions and changes thereto as the Authorized Officer executing the Registration Statement or the Prospectus shall deem necessary, appropriate or desirable, such determination to be conclusively evidenced by such Authorized Officer's execution or delivery thereof;

Additional Acts And Documents

THAT any one director or officer of the Company be and he is hereby authorized and directed, for and on behalf of the Company, to sign all documents and to do such other things as he may, in his sole discretion, consider necessary, appropriate or useful so as to give effect to the present resolutions."

I, the undersigned, Secretary of the Company, hereby certify the foregoing to be a true copy of a resolution adopted by the board of directors of the Company on March 22nd, 2002, which resolution is still in full force and effect.

Certified this 22nd day of March, 2002.

Claude Imbeau, Secretary