

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: CATALYST PAPER CORPORATION, Debtor in Foreign Proceeding.	CHAPTER 15 Case No. 12-10221 (PJW) <i>re: docket #4</i>
In re: CATALYST PAPER ENERGY HOLDINGS INC., Debtor in Foreign Proceeding.	CHAPTER 15 Case No. 12-10233 (PJW)
In re: CATALYST PAPER GENERAL PARTNERSHIP, Debtor in Foreign Proceeding.	CHAPTER 15 Case No. 12-10220 (PJW)
In re: CATALYST PULP AND PAPER SALES INC., Debtor in Foreign Proceeding.	CHAPTER 15 Case No. 12-10232 (PJW)
In re: CATALYST PULP OPERATIONS LTD., Debtor in Foreign Proceeding.	CHAPTER 15 Case No. 12-10229 (PJW)

In re: CATALYST PULP SALES INC., Debtor in Foreign Proceeding.	CHAPTER 15 Case No. 12-10230 (PJW)
In re: ELK FALLS PULP AND PAPER LTD., Debtor in Foreign Proceeding.	CHAPTER 15 Case No. 12-10234 (PJW)
In re: PACIFICA POPLARS LTD., Debtor in Foreign Proceeding.	CHAPTER 15 Case No. 12-10231 (PJW)
In re: CATALYST PAPER HOLDINGS INC., Debtor in Foreign Proceeding.	CHAPTER 15 Case No. 12-10219 (PJW)
In re: PACIFICA PAPERS U.S. INC., Debtor in Foreign Proceeding.	CHAPTER 15 Case No. 12-10222 (PJW)
In re: PACIFICA POPLARS INC., Debtor in Foreign Proceeding.	CHAPTER 15 Case No. 12-10223 (PJW)

In re: PACIFICA PAPERS SALES INC., Debtor in Foreign Proceeding.	CHAPTER 15 Case No. 12-10224 (PJW)
In re: CATALYST PAPER (USA) INC., Debtor in Foreign Proceeding.	CHAPTER 15 Case No. 12-10225 (PJW)
In re: CATALYST PAPER (RECYCLING) INC., Debtor in Foreign Proceeding.	CHAPTER 15 Case No. 12-10226 (PJW)
In re: CATALYST PAPER (SNOWFLAKE) INC., Debtor in Foreign Proceeding.	CHAPTER 15 Case No. 12-10227 (PJW)
In re: THE APACHE RAILWAY COMPANY, Debtor in Foreign Proceeding.	CHAPTER 15 Case No. 12-10228 (PJW)
In re: 0606890 B.C. Ltd., Debtor in Foreign Proceeding.	CHAPTER 15 Case No. 12-10235 (PJW)

ORDER AUTHORIZING JOINT ADMINISTRATION

Upon review of the motion (the “Motion”)¹ of Catalyst Paper Corporation (“CPC”), as the authorized foreign representative for itself and its above-captioned affiliates (collectively, the “Debtors”) in a proceeding under the *Canada Business Corporations Act*, R.S.C. 1985, c. C-44, and *Business Corporations Act*, S.B.C. 2002, c.57, pending before the Supreme Court of British Columbia (the “Canadian Court”), for the entry of an order pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1, authorizing and directing the joint administration of the Debtors’ related chapter 15 cases for procedural purposes only; and upon the Baarda Declaration; and due and sufficient notice of the Motion having been given; and it appearing that no other or further notice need be provided; and upon the record therein; and it appearing that the relief requested by the Motion is in the best interests of the Debtors’ estates, their creditors and other parties-in interest; and after due deliberation and sufficient cause appearing therefor; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. § 1410;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The above-captioned chapter 15 cases are hereby consolidated for procedural purposes only and shall be jointly administered by this Court.
3. Nothing contained in this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of the above-captioned Debtors’ chapter 15 estates,

¹ Capitalized terms used, but not otherwise defined herein, have the meanings set forth in the Motion.

and this Order shall be without prejudice to the rights of CPC to seek entry of an order substantively consolidating the Debtors' respective estates.

4. The caption of the jointly-administered cases shall read as follows:

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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In re: : Chapter 15
: Case No. 12-10221 (PJW)
:
: CATALYST PAPER CORP., et al., :
: Debtors.¹ : Jointly Administered
: :
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¹ The last four digits of the United States Tax Identification Number or Canadian Business Number of the Debtors, as applicable, follow in parentheses: (i) 0606890 B.C. Ltd. (2214); (ii) Catalyst Paper Corporation (1171); (iii) Catalyst Paper Energy Holdings Inc. (3668); (iv) Catalyst Paper General Partnership (6288); (v) Catalyst Pulp and Paper Sales Inc. (2085); (vi) Catalyst Pulp Operations Ltd. (4565); (vii) Catalyst Pulp Sales Inc. (4021); (viii) Elk Falls Pulp and Paper Ltd. (9493); (ix) Pacifica Poplars Ltd. (6048); (x) Catalyst Paper Holdings Inc. (7177); (xi) Pacifica Papers U.S. Inc. (7595); (xii) Pacifica Poplars Inc. (9597); (xiii) Pacifica Papers Sales Inc. (7594); (xiv) Catalyst Paper (USA) Inc. (6890); (xv) Catalyst Paper (Recycling) Inc. (8358); (xvi) Catalyst Paper (Snowflake) Inc. (7015); (xvii) The Apache Railway Company (0017) (Catalyst Paper Holdings Inc., Pacifica Papers U.S. Inc., Pacifica Poplars Inc., Pacifica Papers Sales Inc., Catalyst Paper (USA) Inc., Catalyst Paper (Recycling) Inc., Catalyst Paper (Snowflake) Inc. and The Apache Railway Company, collectively, the "U.S. Debtors"). The Debtors' executive headquarters' addresses are 2nd Floor, 3600 Lysander Lane, Richmond, BC V7B 1C3, Canada; 2101 Fourth Avenue, Suite 1950, Seattle, WA 98121; and Spur 277 N., Snowflake, AZ 85937.

5. A docket entry shall be made in each of the Debtors' cases substantially as follows:

An order (the "Joint Administration Order") has been entered in this case directing the joint administration of the chapter 15 cases listed below. The docket in case no. 12-10221 should be consulted for all matters affecting this case. The following chapter 15 cases are jointly administered pursuant to the Joint Administration Order:

0606890 B.C. Ltd., Case No. 12-10235; Catalyst Paper Corporation, Case No. 12-10221; Catalyst Paper Energy Holdings Inc., Case No. 12-10233; Catalyst Paper General Partnership, Case No. 12-10220; Catalyst Pulp and Paper Sales Inc., Case No. 12-10232; Catalyst Pulp Operations Ltd., Case No. 12-10229; Catalyst Pulp Sales Inc., Case No. 12-10230; Elk Falls Pulp and Paper Ltd., Case No. 12-10234; Pacifica Poplars Ltd., Case No. 12-10231; Catalyst Paper Holdings Inc., Case No. 12-10219; Pacifica Papers

U.S. Inc., Case No. 12-10222; Pacifica Poplars Inc., Case No. 12-10223; Pacifica Papers Sales Inc., Case No. 12-10224; Catalyst Paper (USA) Inc., Case No. 12-10225; Catalyst Paper (Recycling) Inc., Case No. 12-10226; Catalyst Paper (Snowflake) Inc., Case No. 12-10227; and The Apache Railway Company, Case No. 12-10228.

6. CPC is hereby authorized to (a) utilize a combined service list for the Debtors' jointly-administered cases and (b) send combined notices to creditors for the Debtors' estates and other parties in interest as applicable.

7. CPC is authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.

8. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

Dated: January 19, 2012
Wilmington, Delaware



Honorable Peter J. Walsh
UNITED STATES BANKRUPTCY JUDGE