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| UNITED STATES BANKRUPTCY COURT<br>District of Delaware                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                |                                                                                                                                                                                                                                                                                                                                                                                                         |                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | VOLUNTARY PETITION                                                                                              |                                                        |                                                         |                                                       |                                                           |                                                |                                                 |                                                   |                                                      |                                                       |                                                        |                                                         |                                                        |                                                           |                                                       |                                                           |
| Name of Debtor (if individual, enter Last, First, Middle):<br>Catalyst Paper (USA) Inc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                |                                                                                                                                                                                                                                                                                                                                                                                                         |                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Name of Joint Debtor (Spouse) (Last, First, Middle):                                                            |                                                        |                                                         |                                                       |                                                           |                                                |                                                 |                                                   |                                                      |                                                       |                                                        |                                                         |                                                        |                                                           |                                                       |                                                           |
| All Other Names used by the Debtor in the last 8 years<br>(include married, maiden, and trade names):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                |                                                                                                                                                                                                                                                                                                                                                                                                         |                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | All Other Names used by the Joint Debtor in the last 8 years<br>(include married, maiden, and trade names):     |                                                        |                                                         |                                                       |                                                           |                                                |                                                 |                                                   |                                                      |                                                       |                                                        |                                                         |                                                        |                                                           |                                                       |                                                           |
| Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN<br>(if more than one, state all):<br>93-1126890                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                |                                                                                                                                                                                                                                                                                                                                                                                                         |                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN<br>(if more than one, state all): |                                                        |                                                         |                                                       |                                                           |                                                |                                                 |                                                   |                                                      |                                                       |                                                        |                                                         |                                                        |                                                           |                                                       |                                                           |
| Street Address of Debtor (No. and Street, City, and State):<br>2101 Fourth Avenue, Suite 1950<br>Seattle, WA<br>ZIP CODE 98121                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                |                                                                                                                                                                                                                                                                                                                                                                                                         |                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Street Address of Joint Debtor (No. and Street, City, and State):<br><br>ZIP CODE                               |                                                        |                                                         |                                                       |                                                           |                                                |                                                 |                                                   |                                                      |                                                       |                                                        |                                                         |                                                        |                                                           |                                                       |                                                           |
| County of Residence or of the Principal Place of Business:<br>King County, WA                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                |                                                                                                                                                                                                                                                                                                                                                                                                         |                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | County of Residence or of the Principal Place of Business:                                                      |                                                        |                                                         |                                                       |                                                           |                                                |                                                 |                                                   |                                                      |                                                       |                                                        |                                                         |                                                        |                                                           |                                                       |                                                           |
| Mailing Address of Debtor (if different from street address):<br><br>ZIP CODE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                |                                                                                                                                                                                                                                                                                                                                                                                                         |                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Mailing Address of Joint Debtor (if different from street address):<br><br>ZIP CODE                             |                                                        |                                                         |                                                       |                                                           |                                                |                                                 |                                                   |                                                      |                                                       |                                                        |                                                         |                                                        |                                                           |                                                       |                                                           |
| Location of Principal Assets of Business Debtor (if different from street address above):<br><br>ZIP CODE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                |                                                                                                                                                                                                                                                                                                                                                                                                         |                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                 |                                                        |                                                         |                                                       |                                                           |                                                |                                                 |                                                   |                                                      |                                                       |                                                        |                                                         |                                                        |                                                           |                                                       |                                                           |
| Type of Debtor<br>(Form of Organization)<br>(Check one box.)<br><br><input type="checkbox"/> Individual (includes Joint Debtors)<br><i>See Exhibit D on page 2 of this form.</i><br><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)<br><input type="checkbox"/> Partnership<br><input type="checkbox"/> Other (If debtor is not one of the above entities, check<br>this box and state type of entity below.)                                                                                                                                                                                                                                  |                                                | Nature of Business<br>(Check one box.)<br><br><input type="checkbox"/> Health Care Business<br><input type="checkbox"/> Single Asset Real Estate as defined in<br>11 U.S.C. § 101(51B)<br><input type="checkbox"/> Railroad<br><input type="checkbox"/> Stockbroker<br><input type="checkbox"/> Commodity Broker<br><input type="checkbox"/> Clearing Bank<br><input checked="" type="checkbox"/> Other |                                                   | Chapter of Bankruptcy Code Under Which<br>the Petition is Filed (Check one box.)<br><br><input type="checkbox"/> Chapter 7<br><input type="checkbox"/> Chapter 9<br><input type="checkbox"/> Chapter 11<br><input type="checkbox"/> Chapter 12<br><input type="checkbox"/> Chapter 13<br><input checked="" type="checkbox"/> Chapter 15 Petition for<br>Recognition of a Foreign<br>Main Proceeding<br><input type="checkbox"/> Chapter 15 Petition for<br>Recognition of a Foreign<br>Nonmain Proceeding                                                                                                                                                                                                                                                                                   |                                                                                                                 |                                                        |                                                         |                                                       |                                                           |                                                |                                                 |                                                   |                                                      |                                                       |                                                        |                                                         |                                                        |                                                           |                                                       |                                                           |
| Chapter 15 Debtors<br><br>Country of debtor's center of main interests:<br>Canada<br><br>Each country in which a foreign proceeding by, regarding, or<br>against debtor is pending:<br>Canada                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                | Tax-Exempt Entity<br>(Check box, if applicable.)<br><br><input type="checkbox"/> Debtor is a tax-exempt organization<br>under title 26 of the United States<br>Code (the Internal Revenue Code).                                                                                                                                                                                                        |                                                   | Nature of Debts<br>(Check one box.)<br><br><input type="checkbox"/> Debts are primarily consumer<br>debts, defined in 11 U.S.C.<br>§ 101(8) as "incurred by an<br>individual primarily for a<br>personal, family, or<br>household purpose."<br><input checked="" type="checkbox"/> Debts are<br>primarily<br>business debts.                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                 |                                                        |                                                         |                                                       |                                                           |                                                |                                                 |                                                   |                                                      |                                                       |                                                        |                                                         |                                                        |                                                           |                                                       |                                                           |
| Filing Fee (Check one box.)<br><br><input checked="" type="checkbox"/> Full Filing Fee attached.<br><br><input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach<br>signed application for the court's consideration certifying that the debtor is<br>unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.<br><br><input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must<br>attach signed application for the court's consideration. See Official Form 3B.                                                                                |                                                |                                                                                                                                                                                                                                                                                                                                                                                                         |                                                   | Chapter 11 Debtors<br><br>Check one box:<br><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).<br><input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).<br><br>Check if:<br><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to<br>insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment<br>on 4/01/13 and every three years thereafter).<br>-----<br>Check all applicable boxes:<br><input type="checkbox"/> A plan is being filed with this petition.<br><input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes<br>of creditors, in accordance with 11 U.S.C. § 1126(b). |                                                                                                                 |                                                        |                                                         |                                                       |                                                           |                                                |                                                 |                                                   |                                                      |                                                       |                                                        |                                                         |                                                        |                                                           |                                                       |                                                           |
| Statistical/Administrative Information<br><br><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.<br><input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for<br>distribution to unsecured creditors.                                                                                                                                                                                                                                                                                      |                                                |                                                                                                                                                                                                                                                                                                                                                                                                         |                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                 |                                                        |                                                         |                                                       | THIS SPACE IS FOR<br>COURT USE ONLY                       |                                                |                                                 |                                                   |                                                      |                                                       |                                                        |                                                         |                                                        |                                                           |                                                       |                                                           |
| Estimated Number of Creditors<br><table><tr><td><input type="checkbox"/> 1-49</td><td><input type="checkbox"/> 50-99</td><td><input type="checkbox"/> 100-199</td><td><input type="checkbox"/> 200-999</td><td><input checked="" type="checkbox"/> 1,000-5,000</td><td><input type="checkbox"/> 5,001-10,000</td><td><input type="checkbox"/> 10,001-25,000</td><td><input type="checkbox"/> 25,001-50,000</td><td><input type="checkbox"/> 50,001-100,000</td><td><input type="checkbox"/> Over 100,000</td></tr></table>                                                                                                                                            |                                                |                                                                                                                                                                                                                                                                                                                                                                                                         |                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                 |                                                        |                                                         |                                                       |                                                           |                                                | <input type="checkbox"/> 1-49                   | <input type="checkbox"/> 50-99                    | <input type="checkbox"/> 100-199                     | <input type="checkbox"/> 200-999                      | <input checked="" type="checkbox"/> 1,000-5,000        | <input type="checkbox"/> 5,001-10,000                   | <input type="checkbox"/> 10,001-25,000                 | <input type="checkbox"/> 25,001-50,000                    | <input type="checkbox"/> 50,001-100,000               | <input type="checkbox"/> Over 100,000                     |
| <input type="checkbox"/> 1-49                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <input type="checkbox"/> 50-99                 | <input type="checkbox"/> 100-199                                                                                                                                                                                                                                                                                                                                                                        | <input type="checkbox"/> 200-999                  | <input checked="" type="checkbox"/> 1,000-5,000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <input type="checkbox"/> 5,001-10,000                                                                           | <input type="checkbox"/> 10,001-25,000                 | <input type="checkbox"/> 25,001-50,000                  | <input type="checkbox"/> 50,001-100,000               |                                                           |                                                | <input type="checkbox"/> Over 100,000           |                                                   |                                                      |                                                       |                                                        |                                                         |                                                        |                                                           |                                                       |                                                           |
| Estimated Assets<br><table><tr><td><input type="checkbox"/> \$0 to \$50,000</td><td><input type="checkbox"/> \$50,001 to \$100,000</td><td><input type="checkbox"/> \$100,001 to \$500,000</td><td><input type="checkbox"/> \$500,001 to \$1 million</td><td><input type="checkbox"/> \$1,000,001 to \$10 million</td><td><input type="checkbox"/> \$10,000,001 to \$50 million</td><td><input type="checkbox"/> \$50,000,001 to \$100 million</td><td><input type="checkbox"/> \$100,000,001 to \$500 million</td><td><input type="checkbox"/> \$500,000,001 to \$1 billion</td><td><input checked="" type="checkbox"/> More than \$1 billion</td></tr></table>      |                                                |                                                                                                                                                                                                                                                                                                                                                                                                         |                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                 |                                                        |                                                         |                                                       |                                                           |                                                | <input type="checkbox"/> \$0 to \$50,000        | <input type="checkbox"/> \$50,001 to \$100,000    | <input type="checkbox"/> \$100,001 to \$500,000      | <input type="checkbox"/> \$500,001 to \$1 million     | <input type="checkbox"/> \$1,000,001 to \$10 million   | <input type="checkbox"/> \$10,000,001 to \$50 million   | <input type="checkbox"/> \$50,000,001 to \$100 million | <input type="checkbox"/> \$100,000,001 to \$500 million   | <input type="checkbox"/> \$500,000,001 to \$1 billion | <input checked="" type="checkbox"/> More than \$1 billion |
| <input type="checkbox"/> \$0 to \$50,000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <input type="checkbox"/> \$50,001 to \$100,000 | <input type="checkbox"/> \$100,001 to \$500,000                                                                                                                                                                                                                                                                                                                                                         | <input type="checkbox"/> \$500,001 to \$1 million | <input type="checkbox"/> \$1,000,001 to \$10 million                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <input type="checkbox"/> \$10,000,001 to \$50 million                                                           | <input type="checkbox"/> \$50,000,001 to \$100 million | <input type="checkbox"/> \$100,000,001 to \$500 million | <input type="checkbox"/> \$500,000,001 to \$1 billion | <input checked="" type="checkbox"/> More than \$1 billion |                                                |                                                 |                                                   |                                                      |                                                       |                                                        |                                                         |                                                        |                                                           |                                                       |                                                           |
| Estimated Liabilities<br><table><tr><td><input type="checkbox"/> \$0 to \$50,000</td><td><input type="checkbox"/> \$50,001 to \$100,000</td><td><input type="checkbox"/> \$100,001 to \$500,000</td><td><input type="checkbox"/> \$500,001 to \$1 million</td><td><input type="checkbox"/> \$1,000,001 to \$10 million</td><td><input type="checkbox"/> \$10,000,001 to \$50 million</td><td><input type="checkbox"/> \$50,000,001 to \$100 million</td><td><input type="checkbox"/> \$100,000,001 to \$500 million</td><td><input type="checkbox"/> \$500,000,001 to \$1 billion</td><td><input checked="" type="checkbox"/> More than \$1 billion</td></tr></table> |                                                |                                                                                                                                                                                                                                                                                                                                                                                                         |                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                 |                                                        |                                                         |                                                       | <input type="checkbox"/> \$0 to \$50,000                  | <input type="checkbox"/> \$50,001 to \$100,000 | <input type="checkbox"/> \$100,001 to \$500,000 | <input type="checkbox"/> \$500,001 to \$1 million | <input type="checkbox"/> \$1,000,001 to \$10 million | <input type="checkbox"/> \$10,000,001 to \$50 million | <input type="checkbox"/> \$50,000,001 to \$100 million | <input type="checkbox"/> \$100,000,001 to \$500 million | <input type="checkbox"/> \$500,000,001 to \$1 billion  | <input checked="" type="checkbox"/> More than \$1 billion |                                                       |                                                           |
| <input type="checkbox"/> \$0 to \$50,000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <input type="checkbox"/> \$50,001 to \$100,000 | <input type="checkbox"/> \$100,001 to \$500,000                                                                                                                                                                                                                                                                                                                                                         | <input type="checkbox"/> \$500,001 to \$1 million | <input type="checkbox"/> \$1,000,001 to \$10 million                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <input type="checkbox"/> \$10,000,001 to \$50 million                                                           | <input type="checkbox"/> \$50,000,001 to \$100 million | <input type="checkbox"/> \$100,000,001 to \$500 million | <input type="checkbox"/> \$500,000,001 to \$1 billion | <input checked="" type="checkbox"/> More than \$1 billion |                                                |                                                 |                                                   |                                                      |                                                       |                                                        |                                                         |                                                        |                                                           |                                                       |                                                           |

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| Voluntary Petition<br>(This page must be completed and filed in every case.)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |  | Name of Debtor(s):<br>Catalyst Paper (USA) Inc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                            |
| All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                            |
| Location<br>Where Filed: N/A                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |  | Case Number:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Date Filed:                |
| Location<br>Where Filed:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  | Case Number:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Date Filed:                |
| Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                            |
| Name of Debtor:<br>See Attachment A                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |  | Case Number:<br>Pending                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Date Filed:<br>Date Hereof |
| District:<br>District of Delaware                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | Relationship:<br>Affiliate                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Judge:<br>Pending          |
| <div>Exhibit A</div> <div>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</div> <div><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |  | <div>Exhibit B</div> <div>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</div> <div>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</div> <div>X _____<br/>Signature of Attorney for Debtor(s) (Date)</div> |                            |
| <div>Exhibit C</div> <div>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</div> <div><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</div> <div><input checked="" type="checkbox"/> No.</div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                            |
| <div>Exhibit D</div> <div>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</div> <div><input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.</div> <div>If this is a joint petition:</div> <div><input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.</div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                            |
| <div>Information Regarding the Debtor - Venue</div> <div>(Check any applicable box.)</div> <div><input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</div> <div><input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</div> <div><input checked="" type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.</div>           |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                            |
| <div>Certification by a Debtor Who Resides as a Tenant of Residential Property</div> <div>(Check all applicable boxes.)</div> <div><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)<div>(Name of landlord that obtained judgment)</div><div>(Address of landlord)</div></div> <div><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</div> <div><input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</div> <div><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).</div> |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                            |

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| <b>Voluntary Petition</b><br><i>(This page must be completed and filed in every case.)</i>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Name of Debtor(s):<br><b>Catalyst Paper (USA) Inc.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>Signatures</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.<br/>         [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.<br/>         [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____<br/>         Signature of Debtor</p> <p>X _____<br/>         Signature of Joint Debtor</p> <p>_____<br/>         Telephone Number (if not represented by attorney)</p> <p>_____<br/>         Date</p> | <p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only <b>one</b> box.)</p> <p><input checked="" type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X <u>/s/ Brian Baarda</u><br/>         (Signature of Foreign Representative)</p> <p><u>Brian Baarda</u><br/>         (Printed Name of Foreign Representative)</p> <p><u>01/17/2012</u><br/>         Date</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <p style="text-align: center;"><b>Signature of Attorney*</b></p> <p>X <u>/s/ Van C. Durrer</u><br/>         Signature of Attorney for Debtor(s)<br/> <u>Van C. Durrer, II (ID No. 3827)</u><br/>         Printed Name of Attorney for Debtor(s)<br/> <u>Skadden, Arps, Slate, Meagher &amp; Flom LLP</u><br/>         Firm Name</p> <p><u>300 S. Grand Avenue</u><br/> <u>Los Angeles, CA 90071</u><br/>         Address<br/> <u>213-687-5000</u><br/>         Telephone Number<br/> <u>01/17/2012</u><br/>         Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>                                                                                                                                                                                                                                                                                      | <p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____<br/>         Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____<br/>         Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____<br/>         Address</p> <p>X _____<br/>         Signature</p> <p>_____<br/>         Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p> |
| <p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____<br/>         Signature of Authorized Individual</p> <p>_____<br/>         Printed Name of Authorized Individual</p> <p>_____<br/>         Title of Authorized Individual</p> <p>_____<br/>         Date</p>                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |

## **ATTACHMENT A**

### **1. Pending Bankruptcy Cases Filed by Affiliates of the Debtor**

Concurrently herewith, each of the affiliated entities listed below filed a petition in this Court for relief under chapter 15 of title 11 of the United States Code, 11 U.S.C. §§ 101 – 1532.

- a. 0606089 B.C. Ltd.
- b. Catalyst Paper Corporation (“CPC”)
- c. Catalyst Paper Energy Holdings, Inc.
- d. Catalyst Paper General Partnership
- e. Catalyst Paper Holdings Inc.
- f. Catalyst Paper (USA) Inc.
- g. Catalyst Paper (Recycling) Inc.
- h. Catalyst Paper (Snowflake) Inc.
- i. Catalyst Pulp and Paper Sales Inc.
- j. Catalyst Pulp Operations Ltd.
- k. Catalyst Pulp Sales Inc.
- l. Elk Falls Pulp and Paper Ltd.
- m. Pacifica Papers U.S. Inc.
- n. Pacifica Papers Sales Inc.
- o. Pacifica Poplars Inc.
- p. Pacifica Poplars Ltd.
- q. The Apache Railway Company

Contemporaneously with the filing of the above-referenced voluntary petitions, CPC filed a motion requesting that this Court jointly administer the Debtors’ chapter 15 cases for procedural purposes only.

### **2. Location of Principal Assets of the Debtor**

2<sup>nd</sup> Floor, 2101 Fourth Avenue, Suite 1950  
Seattle, WA 98121

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

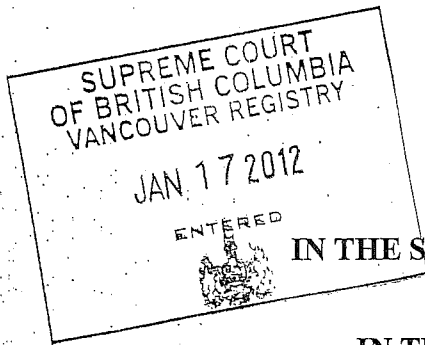
|                                                    |   |                              |
|----------------------------------------------------|---|------------------------------|
|                                                    | X |                              |
|                                                    | : | Chapter 15                   |
| In re:                                             | : |                              |
|                                                    | : | Case No. 12- [_____] (____)  |
| CATALYST PAPER CORP., <u>et al.</u> , <sup>1</sup> | : |                              |
|                                                    | : | Joint Administration Pending |
| Debtors.                                           | : |                              |
|                                                    | : |                              |
|                                                    | : |                              |
|                                                    | X |                              |

**CORPORATE OWNERSHIP STATEMENT OF  
CATALYST PAPER (USA) INC. PURSUANT TO  
BANKRUPTCY RULES 1007(a)(4) AND 7007.1**

Catalyst Paper (USA) Inc. is a wholly-owned subsidiary of Catalyst Paper Holdings Inc., a Delaware corporation, which is a wholly-owned subsidiary of Catalyst Paper Corporation, a corporation organized under the Canada Business Corporations Act. For a list of the direct corporate owner(s) of each of the Debtors, refer to the corporate ownership statement included with the chapter 15 petition of Catalyst Paper Corporation, filed contemporaneously herewith.

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<sup>1</sup> 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 2<sup>nd</sup> Floor, 3600 Lysander Lane, Richmond, BC V7B 1C3, Canada; 2101 Fourth Avenue, Suite 1950, Seattle, WA 98121; and Spur 277 N., Snowflake, AZ 85937.



SUPREME COURT  
OF BRITISH COLUMBIA  
VANCOUVER REGISTRY

JAN 17 2012

No. S-120362  
Vancouver Registry



IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF SECTION 192 OF THE  
*CANADA BUSINESS CORPORATIONS ACT*, R.S.C. 1985, C. C-44, AS  
AMENDED

AND

IN THE MATTER OF A PROPOSED ARRANGEMENT INVOLVING  
CATALYST PAPER CORPORATION AND ECHELON PAPER CORPORATION

CATALYST PAPER CORPORATION  
ECHELON PAPER CORPORATION

PETITIONERS

ORDER MADE AFTER APPLICATION

INTERIM ORDER

BEFORE THE HONOURABLE  
MR. JUSTICE SEWELL

) TUESDAY THE 17<sup>th</sup> DAY  
)  
) OF JANUARY, 2012

ON THE APPLICATION of the Petitioner, Catalyst Paper Corporation ("Catalyst") and the Petitioner Echelon Paper Corporation ("Echelon"), for an Interim Order pursuant to the Petition filed on January 17, 2012 coming on for hearing at Vancouver, British Columbia, on the 17<sup>th</sup> day of January, 2012, AND ON HEARING, Bill Kaplan, Q.C. and Sean K. Boyle counsel for Catalyst and Echelon and Melaney Wagner, counsel for the Initial Supporting Unsecured Noteholders and John Sandrelli and Chris Ramsay, counsel for the Steering Group of 2014 Noteholders AND ON being advised of the conditional letter of non-appearance delivered by the Director appointed under section 260 of the *Canada Business*

*Corporations Act*, AND UPON READING the Petition herein and the Affidavit of Brian Baarda sworn on January 17, 2012 (the "Catalyst Affidavit") and filed herein:

**THIS COURT ORDERS AND DECLARES THAT:**

**2014 NOTEHOLDERS' MEETING**

1. In accordance with the provisions and requirements of the RSA (as defined below), Catalyst shall call, hold and conduct a special meeting of the holders of 7 3/8% senior notes (the "2014 Notes") due March 1, 2014 (the "2014 Noteholders") issued pursuant to the indenture dated March 23, 2004 (the "2014 Indenture") at 9:00 a.m. (Vancouver time) on March 8, 2012 at Blake, Cassels & Graydon LLP, located at Suite 2600, 595 Burrard Street, Vancouver, British Columbia, or at such other time or place as Catalyst may set out in the Management Information Circular ("Circular") of Catalyst (the "2014 Noteholders' Meeting"), at which the 2014 Noteholders will be asked to, among other things:

- (a) consider, and if thought advisable, to pass, with or without variation, a resolution (the "2014 Noteholders' Arrangement Resolution") approving an arrangement pursuant to Section 192 of the *Canada Business Corporations Act*, R.S.C. 1985, c. C-44, as amended (the "Proposed Arrangement") as proposed in the Term Sheet attached as Exhibit "D" to the Catalyst Affidavit (the "Proposed Arrangement Term Sheet"), as contemplated by the Restructuring and Support Agreement attached as Exhibit "E" to the Catalyst Affidavit (the "RSA") and as will be more particularly described in the Circular to be approved by the Court; and
- (b) transact such other business as may properly come before the 2014 Noteholders' Meeting or any adjournment thereof.

**2014 NOTEHOLDERS' RECORD DATE**

2. The record date for entitlement to notice of the 2014 Noteholders' Meeting and for entitlement to vote at the 2014 Noteholders' Meeting shall be February 1, 2012 (the "2014 Noteholders' Record Date"), as previously approved by the Board of Directors of Catalyst.

## NOTICE OF 2014 NOTEHOLDERS' MEETING

3. The Circular, form of proxy, Notice of Hearing of Final Application and a Notice of Meeting of 2014 Noteholders (the "2014 Noteholders' Meeting Materials") in a form to be approved by the Court, shall be sent to:

- (a) the 2014 Noteholders as they appear on the applicable securities register of Catalyst as at the 2014 Noteholders' Record Date, at least twenty-one (21) days prior to the date of the 2014 Noteholders' Meeting, by one or more of the following methods:
  - (i) by prepaid ordinary or first class mail addressed to the 2014 Noteholder at his, her or its address as it appears on the applicable securities register of Catalyst as at the 2014 Noteholders' Record Date;
  - (ii) by delivery in person, or by delivery to the addresses specified in subparagraph (i) above; or
  - (iii) by email or facsimile transmission to any 2014 Noteholder who identifies himself, herself or itself to the satisfaction of Catalyst, acting through its representatives, who requests such email or facsimile transmission; and
- (b) in the case of non-registered 2014 Noteholders, by providing copies of the 2014 Noteholders' Meeting Materials to intermediaries and registered nominees for sending to both non-objecting beneficial owners and objecting beneficial owners in accordance with National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators at least three (3) Business Days prior to the twenty-first (21<sup>st</sup>) day prior to the date of the 2014 Noteholders' Meeting;

and substantial compliance with this paragraph shall constitute good and sufficient notice of the 2014 Noteholders' Meeting.

4. Accidental failure of or omission by Catalyst to give notice to any one or more of

the 2014 Noteholders or the non-receipt of such notice, or any failure or omission to give such notice as a result of events beyond the reasonable control of Catalyst (including, without limitation, any inability to use postal services) shall not constitute a breach of this Interim Order, or in relation to notice to the 2014 Noteholders, a defect in the calling of the 2014 Noteholders' Meeting, and shall not invalidate any resolution passed or proceedings taken at the 2014 Noteholders' Meeting, but if any such failure or omission is brought to the attention of Catalyst, then it shall use reasonable best efforts to rectify it by the method and in the time most reasonably practicable in the circumstances.

#### **DEEMED RECEIPT OF NOTICE BY 2014 NOTEHOLDERS**

5. The 2014 Noteholders' Meeting Materials shall be deemed, for the purposes of this Order, to have been received by the 2014 Noteholders:

- (a) in the case of mailing, when deposited in a post office or public letter box;
- (b) in the case of delivery in person, upon personal delivery or upon delivery to the 2014 Noteholders' address as it appears on the applicable securities register of Catalyst as at the 2014 Noteholders' Record Date; and

in the case of any means of transmitted, recorded or electronic communication, when dispatched or delivered for dispatch.

6. In the event that amendments, revisions or supplements ("Additional Information") are made to the 2014 Noteholders' Meeting Materials following the mailing in accordance with a further order of this Court, Catalyst shall distribute such Additional Information by press release.

#### **PERMITTED ATTENDEES AT 2014 NOTEHOLDERS' MEETING**

7. The only persons entitled to attend the 2014 Noteholders' Meeting shall be the 2014 Noteholders as of the 2014 Noteholders' Record Date or their respective proxyholders; Initial Supporting Unsecured Noteholders as defined in the RSA and their respective financial and legal advisors; the members of the Steering Group as defined in the RSA and their respective financial and legal advisors; Catalyst's directors, officers, auditors and their respective financial

and legal advisors; and any other person admitted on the invitation of the Chair or with the consent of the 2014 Noteholders' Meeting. The only persons entitled to be represented and to vote at the 2014 Noteholders' Meeting shall be the 2014 Noteholders as at the close of business on the 2014 Noteholders' Record Date, or their respective proxyholders.

#### **2014 NOTEHOLDERS' QUORUM AND VOTING**

8. The quorum for the 2014 Noteholders' Meeting shall be two or more 2014 Noteholders entitled to vote, present in person or represented by proxy.

9. The votes taken at the 2014 Noteholders' Meeting shall be taken on the basis of one vote for each \$1.00 principal amount of the amounts owing to the 2014 Noteholders on account of principal pursuant to and under the 2014 Notes as at the 2014 Noteholders' Record Date. Illegible ballots, spoiled ballots, defective ballots and abstentions shall be deemed not to be votes cast. Proxies that are properly signed and dated but which do not contain voting instructions shall be voted in favour of the 2014 Noteholders' Arrangement Resolution.

10. The 2014 Noteholders' Arrangement Resolution must be passed at the 2014 Noteholders' Meeting by the affirmative vote of not less than 66 $\frac{2}{3}$ % of the votes cast in respect of the 2014 Noteholders' Arrangement Resolution by the 2014 Noteholders, voting together as a single class, present in person or represented by proxy and who are entitled to vote at the 2014 Noteholders' Meeting.

#### **SOLICITATION OF 2014 NOTEHOLDERS' PROXIES**

11. Catalyst is authorized, at its expense, to solicit proxies, directly and through its officers, directors and employees, and through such agents or representatives as it may retain for the purpose, and by mail or such other forms of personal or electronic communication as it may determine.

12. Any proxy to be used at the 2014 Noteholders' Meeting must be received by CIBC Mellon Trust Company (Attention: Proxy Department) at PO Box 721, Agincourt, Ontario, Canada M1S 0A1 by courier, facsimile to 416-368-2502 or mail prior to 9:00 a.m. (Vancouver Time) on March 6, 2012. Notwithstanding the foregoing, Catalyst may waive, but has no

obligation to do so, the time limit for the deposit of proxies by the 2014 Noteholders if Catalyst deems it advisable to do so.

13. Any 2014 Noteholder will be entitled to revoke a proxy given at any time prior to the exercise thereof at the 2014 Noteholders' Meeting by:

- (a) depositing an instrument in writing executed by such 2014 Noteholder or by an attorney authorized in writing, or, if the 2014 Noteholder is a corporation, by a duly authorized officer or attorney thereof, at CIBC Mellon Trust Company (Attention: Proxy Department) at PO Box 721, Agincourt, Ontario, Canada M1S 0A1 by courier, facsimile to 416-368-2502 or mail at any time up to and including the last business day preceding the 2014 Noteholders' Meeting, or with the Secretary of the 2014 Noteholders' Meeting on the day of the applicable 2014 Noteholders' Meeting or any adjournment thereof; or
- (b) in any other manner permitted by law.

#### **2016 NOTEHOLDERS' MEETING**

14. In accordance with the provisions and requirements of the RSA, Catalyst shall call, and hold and conduct a special meeting of the holders of 11% senior secured notes and Class B 11% senior secured notes (collectively, the "2016 Notes") due December 15, 2016 (the "2016 Noteholders") issued pursuant to the indentures dated March 10, 2010 and May 19, 2010 (the "2016 Indentures") at 9:30 a.m. (Vancouver time) on March 8, 2012 at Suite 2600, 595 Burrard Street, Vancouver, British Columbia, or at such other time or place as Catalyst may set out in the Circular (the "2016 Noteholders' Meeting"), at which the 2016 Noteholders will be asked to, among other things:

- (a) consider, and if thought advisable, to pass, with or without variation, a resolution (the "2016 Noteholders' Arrangement Resolution") approving the Proposed Arrangement pursuant to Section 192 of the CBCA and as will be more particularly described in the Circular to be approved by the Court; and

- (b) transact such other business as may properly come before the 2016 Noteholders' Meeting or any adjournment thereof.

#### **2016 NOTEHOLDERS' RECORD DATE**

15. The record date for entitlement to notice of the 2016 Noteholders' Meeting and for entitlement to vote at the Noteholders' Meeting shall be February 1, 2012 (the "2016 Noteholders' Record Date"), as previously approved by the Board of Directors of Catalyst.

#### **NOTICE OF 2016 NOTEHOLDERS' MEETING**

16. The Circular, form of proxy, Notice of Hearing of Final Application and a Notice of Meeting of 2016 Noteholders (the "2016 Noteholders' Meeting Materials") in a form to be approved by the Court, shall be sent to:

- (a) the 2016 Noteholders as they appear on the applicable securities register of Catalyst as at the 2016 Noteholders' Record Date, at least twenty-one (21) days prior to the date of the 2016 Noteholders' Meeting, by one or more of the following methods:
  - (i) by prepaid ordinary or first class mail addressed to the 2016 Noteholder at his, her or its address as it appears on the applicable securities register of Catalyst as at the 2016 Noteholders' Record Date;
  - (ii) by delivery in person, or by delivery to the addresses specified in subparagraph (i) above; or
  - (iii) by email or facsimile transmission to any 2016 Noteholder who identifies himself, herself or itself to the satisfaction of Catalyst, acting through its representatives, who requests such email or facsimile transmission; and
- (b) in the case of non-registered 2016 Noteholders, by providing copies of the 2016 Noteholders' Meeting Materials to intermediaries and registered nominees for sending to both non-objecting beneficial owners and objecting beneficial owners in accordance with National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities

Administrators at least three (3) Business Days prior to the twenty-first (21<sup>st</sup>) day prior to the date of the 2016 Noteholders' Meeting.

and substantial compliance with this paragraph shall constitute good and sufficient notice of the 2016 Noteholders' Meeting.

17. Accidental failure of or omission by Catalyst to give notice to any one or more of the 2016 Noteholders or the non-receipt of such notice, or any failure or omission to give such notice as a result of events beyond the reasonable control of Catalyst (including, without limitation, any inability to use postal services) shall not constitute a breach of this Interim Order, or in relation to notice to 2016 Noteholders, a defect in the calling of the 2016 Noteholders' Meeting, and shall not invalidate any resolution passed or proceedings taken at the 2016 Noteholders' Meeting, but if any such failure or omission is brought to the attention of Catalyst, then it shall use reasonable best efforts to rectify it by the method and in the time most reasonably practicable in the circumstances.

#### **DEEMED RECEIPT OF NOTICE**

18. The 2016 Noteholders' Meeting Materials shall be deemed, for the purposes of this Order, to have been received by the 2016 Noteholders:

- (a) in the case of mailing, when deposited in a post office or public letter box;
- (b) in the case of delivery in person, upon personal delivery or upon delivery to the 2016 Noteholders' address as it appears on the applicable securities register of Catalyst as at the 2016 Noteholders' Record Date; and

in the case of any means of transmitted, recorded or electronic communication, when dispatched or delivered for dispatch.

19. In the event that amendments, revisions or supplements ("Supplemental Information") are made to the 2016 Noteholders' Meeting Materials following the mailing in accordance with a further order of this Court, Catalyst shall distribute such Supplemental Information by press release.

## **PERMITTED ATTENDEES AT 2016 NOTEHOLDERS' MEETING**

20. The only persons entitled to attend the 2016 Noteholders' Meeting shall be the 2016 Noteholders as of the 2016 Noteholders' Record Date or their respective proxyholders; the members of the Steering Group and their respective financial and legal advisors; the Initial Supporting Unsecured Noteholders and their respective financial and legal advisors; Catalyst's directors, officers, auditors and their respective financial and legal advisors; and any other person admitted on the invitation of the Chair or with the consent of the 2016 Noteholders present or represented at the 2016 Noteholders' Meeting. The only persons entitled to be represented and to vote at the 2016 Noteholders' Meeting shall be the 2016 Noteholders as at the close of business on the 2016 Noteholders' Record Date, or their respective proxyholders.

## **2016 NOTEHOLDERS' QUORUM AND VOTING**

21. The quorum for the 2016 Noteholders' Meeting shall be two or more 2016 Noteholders entitled to vote, present in person or represented by proxy.

22. The votes taken at the 2016 Noteholders' Meeting shall be taken on the basis of one vote for each \$1.00 principal amount of the amounts owing to the 2016 Noteholders on account of principal pursuant to and under the 2016 Notes as at the 2016 Noteholders' Record Date. Illegible ballots, spoiled ballots, defective ballots and abstentions shall be deemed not to be votes cast. Proxies that are properly signed and dated but which do not contain voting instructions shall be voted in favour of the 2016 Noteholders' Arrangement Resolution.

23. The 2016 Noteholders' Arrangement Resolution must be passed at the 2016 Noteholders' Meeting by the affirmative vote of not less than 66⅔% of the votes cast in respect of the 2016 Noteholders' Arrangement Resolution by the 2016 Noteholders, voting together as a single class, present in person or represented by proxy and who are entitled to vote at the 2016 Noteholders' Meeting.

## **SOLICITATION OF 2016 NOTEHOLDERS' PROXIES**

24. Catalyst is authorized, at its expense, to solicit proxies, directly and through its officers, directors and employees, and through such agents or representatives as it may retain for

the purpose, and by mail or such other forms of personal or electronic communication as it may determine.

25. Any proxy to be used at the 2016 Noteholders' Meeting must be received by CIBC Mellon Trust Company (Attention: Proxy Department) at PO Box 721, Agincourt, Ontario, Canada M1S 0A1 by courier, facsimile to 416-368-2502 or mail prior to 9:30 a.m. (Vancouver Time) on March 6, 2012. Notwithstanding the foregoing, Catalyst may waive, but has no obligation to do so, the time limit for the deposit of proxies by 2016 Noteholders if Catalyst deems it advisable to do so.

26. Any 2016 Noteholder will be entitled to revoke a proxy given at any time prior to the exercise thereof at the 2016 Noteholders' Meeting by:

- (a) depositing an instrument in writing executed by such 2016 Noteholder or by an attorney authorized in writing, or, if the 2016 Noteholder is a corporation, by a duly authorized officer or attorney thereof, at CIBC Mellon Trust Company (Attention: Proxy Department) at PO Box 721, Agincourt, Ontario, Canada M1S 0A1 by courier, facsimile to 416-368-2502 or mail at any time up to and including the last business day preceding the 2016 Noteholders' Meeting, or with the Secretary of the 2016 Noteholders' Meeting on the day of the applicable 2016 Noteholders' Meeting or any adjournment thereof; or
- (b) in any other manner permitted by law.

#### **COMPLIANCE WITH CBCA**

27. The 2014 Noteholders' Meeting and the 2016 Noteholders' Meeting (collectively, the "Noteholders' Meetings") shall be held and conducted in accordance with the CBCA, the RSA, the Circular and the articles and by-laws of Catalyst, subject to the terms of this Interim Order, and any further Order of this Court, and the rulings and directions of the respective Chair of the Noteholders' Meetings, such rulings and directions not to be inconsistent with this Interim Order and to the extent of any inconsistency or discrepancy, this Interim Order shall govern or, if not specified in the Interim Order, the Circular shall govern.

28. The calling, holding and conduct of the Noteholders' Meetings as contemplated in this Interim Order shall constitute compliance by Catalyst with the provisions of the CBCA relating to the calling, holding and conduct of the Noteholders' Meetings and such notice shall be sufficient for the purposes of approval of the Proposed Arrangement by the 2014 Noteholders and 2016 Noteholders (collectively, the "Noteholders") and no further notice need be given to the Noteholders for the purposes of considering the 2014 Noteholders' Arrangement Resolution or the 2016 Noteholders' Arrangement Resolution.

29. In all other respects, the terms, restrictions and conditions of the articles and by-laws of Catalyst will apply in respect of the Noteholders' Meetings.

#### **ADJOURNMENT**

30. Catalyst, if it deems advisable, is specifically authorized to adjourn or postpone the Noteholders' Meetings on one or more occasions, without the necessity of first convening the Noteholders' Meetings or first obtaining any vote of the Noteholders, as applicable, respecting the adjournment or postponement and without the need for approval of the Court, provided however, that any such adjournment shall not exceed the applicable timeframes set forth in the RSA. Notice of any such adjournments or postponements shall be given by press release, news release, newspaper advertisement, or by notice sent to the Noteholders, as appropriate, by one of the methods specified in paragraphs 3 and 16 of this Interim Order.

31. The Initial Supporting Unsecured Noteholders or the Initial Supporting Noteholders, or their proxyholders or respective legal advisors, as applicable, are specifically authorized to, if they deem advisable, adjourn or postpone, in the case of the Initial Supporting Unsecured Noteholders, the 2014 Noteholders' Meeting or in the case of the Initial Supporting Noteholders, the 2016 Noteholders' Meeting, as applicable, on one or more occasions, without the necessity of first convening the applicable Noteholders' Meeting and without the need for approval of the Court, provided however, that any such adjournment shall not exceed the applicable timeframes set forth in the RSA. Notice of any such adjournments or postponements shall be given by press release, news release, newspaper advertisement, or by notice sent to Catalyst and the Noteholders, as appropriate, by one of the methods specified in paragraphs 3 and 16 of this Interim Order.

32. The 2014 Noteholders' Record Date and 2016 Noteholders' Record Date shall not change in respect of adjournments or postponements of either of the Noteholders' Meetings.

### SCRUTINEERS

33. A representative of Catalyst's registrar and transfer agent (or any agent thereof) is authorized to act as scrutineer for the Noteholders' Meetings.

### STAY OF PROCEEDINGS

34. No person including, without limitation, any Noteholder or any Trustee that is a party to the 2014 Indenture or the 2016 Indentures, shall have any rights to terminate, accelerate, amend or declare in default any contract or other agreement, including, without limitation, the Indentures, to which any of the Petitioners or the Impleaded Parties are a party, due to the Petitioners or Impleaded Parties having made an Application to this Court pursuant to Section 192 of the *CBCA* being a party to, or subject to, this Proceeding, or having failed to make any interest or other payments during the period prior to such time as within the Proposed Arrangement is approved by the Court and implemented by the Petitioners, other than obligations owing under the Asset-Based Lending Facility provided by J.P. Morgan Chase Bank N.A., J.P. Morgan Securities LLC and CIBC Asset Based Lending Inc. (the "ABL Facility").

35. Any interested party may apply to this Court for relief from paragraph 34 of this Order on not less than five (5) days' notice to the Petitioners, all parties who have filed a response and to any other party or parties likely to be affected by the Order sought or upon such other notice, if any, as this Court may order.

36. Catalyst shall in all respects comply with the RSA and its various obligations thereunder and nothing in this Order shall be construed as waiving or modifying any of the rights, commitments or obligations of Catalyst and the Initial Supporting Noteholders under the RSA. Without limiting the foregoing and for greater certainty, the Stay of Proceedings referred to in paragraph 34 herein shall no longer apply to the Initial Supporting Noteholders or either Trustee under the 2014 Notes or the 2016 Notes in the event of a breach by Catalyst, or the termination, of the RSA.

**FEBRUARY 3, 2012 HEARING**

37. A hearing be held on February 3, 2012 at 9:45 a.m. (Vancouver time) at the Courthouse at 800 Smithe Street, Vancouver, British Columbia or at such other date and time as this Court may direct (the "February 3<sup>rd</sup> Hearing"). At the February 3<sup>rd</sup> Hearing the Petitioners shall be permitted to apply to this Court for the following orders and declarations:

- (a) An order that the Circular be deemed to represent sufficient and adequate disclosure, including for the purpose of section 192 of the CBCA, and Catalyst shall not be required to send to the 2014 Noteholders or 2016 Noteholders any other or additional statement pursuant to section 192 of the CBCA;
- (b) An order approving a form of proxy that Catalyst is authorized to use in connection with the Noteholders' Meetings;
- (c) An order approving January 27, 2012, or such other date as disclosed by Catalyst in a press release, as the early consent date ("Early Consent Date") for the purposes of the Proposed Arrangement and consideration allocated thereunder;
- (d) A declaration that a vote of the holders of common shares ("Common Shares") in the capital of Catalyst ("Shareholders") is not required for court approval of the Proposed Arrangement pursuant to section 192(4)(e) of the CBCA; and
- (e) Such further and other relief as counsel for the Petitioners may advise and this Court may deem just.

38. On or before January 20, 2012, the Petitioners shall:

- (a) post the Petition, the Catalyst Affidavit, this Interim Order, the Proposed Arrangement Term Sheet, the Notice of February 3, 2012 Hearing and the Notice of Hearing of Final Application (collectively, the "Notice Documents") on Catalyst's website, publically available at [www.catalystpaper.com](http://www.catalystpaper.com);
- (b) file the Notice Documents on the System for Electronic Document Analysis and Retrieval more commonly known as SEDAR on Catalyst's profile, publicly available on the internet at [www.sedar.com](http://www.sedar.com);

- (c) issue a press release identifying the orders and declarations that will be sought at the February 3, 2012 Hearing and directing Shareholders and other interested persons to the above websites where the Notice Documents may be viewed or obtained;
  - (d) deliver the Notice Documents to Third Avenue Management Ltd.; and
  - (e) cause to be published in The Globe and Mail the information contained in the Notice of February 3, 2012 Hearing.
- (collectively, the "Substituted Service Steps")

39. The Petitioner shall deliver a copy of the Notice Documents to any Shareholder, Noteholder or interested person who requests a copy.

40. The Petitioners are at liberty to file further evidence in support of its application for the relief sought at the February 3<sup>rd</sup> Hearing by delivery of such material in accordance with the substitutional service process set out in paragraphs 38 (a), (b) and (d) of this Order by 4:00 pm on January 26, 2012.

41. Catalyst's compliance with the Substituted Service Steps and paragraph 40 shall constitute good and sufficient service upon all interested persons including the 2014 Noteholders, 2016 Noteholders and the Shareholders of the Notice of February 3, 2012 Hearing and this Interim Order and no other form of service need be made and no other material need be served on such persons. In particular, service of the Petition herein and the accompanying Catalyst Affidavit and additional Affidavits as may be filed, is dispensed with.

42. Any Shareholder seeking to appear at the February <sup>MA</sup>3, 2012 Hearing shall:

- (a) file a Response to Petition, in the form prescribed by the *Supreme Court Civil Rules*, with this Court; and
- (b) deliver the filed Response to Petition to the Petitioners' solicitors and any material to be relied upon at the following address:

BLAKE, CASSELS & GRAYDON LLP  
Suite 2600, Three Bentall Centre  
595 Burrard Street, P.O. Box 49314  
Vancouver, B.C. V7X 1L3

Attention: Bill Kaplan, Q.C. and Sean K. Boyle

by or before 4:00 p.m. (Vancouver time) on February 1, 2012,

with copies to:

Akin Gump Strauss Hauer & Feld LLP  
One Bryant Park  
New York, NY 10036  
Attention: Michael S. Stamer, Esq. and Meredith Lahaie  
E-mail addresses: [mstamer@akingump.com](mailto:mstamer@akingump.com) and [mlahaie@akingump.com](mailto:mlahaie@akingump.com)

and

Fraser Milner Casgrain LLP  
Royal Trust Tower  
77 King Street West  
Toronto, ON M5K 0A1  
Attention: Ryan C. Jacobs, Esq. and John R. Sandrelli  
E-mail address: [ryan.jacobs@fmc-law.com](mailto:ryan.jacobs@fmc-law.com) and [john.sandrelli@fmc-law.com](mailto:john.sandrelli@fmc-law.com)

and

Goodmans LLP  
Bay Adelaide Centre  
333 Bay Street, Suite 3400  
Toronto, ON M5H 2S7  
Attention: Robert Chadwick and Melaney Wagner  
E-mail address: [rchadwick@goodmans.ca](mailto:rchadwick@goodmans.ca) and [mwagner@goodmans.ca](mailto:mwagner@goodmans.ca)

43. In the event the February 3<sup>rd</sup> Hearing is adjourned, only those persons who have filed and delivered a Response to Petition in accordance with this Order need be served and provided with notice of further materials filed herein and the adjourned hearing date.

## APPLICATION FOR FINAL ORDER

44. Upon the approval, with or without variation, by the Noteholders of the Proposed Arrangement, or if required by the Court, the Shareholders, in the manner set forth in this Interim Order or any further orders, the Petitioners shall be permitted to apply to this Court for an Order:

- (a) pursuant to CBCA Section 192(4)(e) approving the Proposed Arrangement;
- (b) pursuant to CBCA Section 192(4)(e) declaring that the terms and conditions of the Proposed Arrangement are fair and reasonable; and
- (c) for such further and other relief as counsel for the Petitioners may advise and this Court may deem just.

(collectively, the "Final Order")

and that the hearing of the Final Order will be held on March 13, 2012 at 9:45 a.m. (Vancouver time) at the Courthouse at 800 Smith Street, Vancouver, British Columbia or as soon thereafter as the hearing of the Final Order can be heard or at such other date and time as this Court may direct.

45. The form of Notice of Hearing of Final Application is hereby approved as the form of notice of proceedings for such approval. Any Noteholder or any other person affected by these proceedings has the right to appear (either in person or by counsel) and make submissions at the hearing of the application for the Final Order.

46. Any Noteholder, Shareholder or any other person affected by these proceedings seeking to appear at the hearing of the application for the Final Order shall:

- (a) file a Response to Petition, in the form prescribed by the *Supreme Court Civil Rules*, with this Court; and
- (b) deliver the filed Response to Petition to the Petitioners' solicitors at the following address:

BLAKE, CASSELS & GRAYDON LLP  
Suite 2600, Three Bentall Centre  
595 Burrard Street, P.O. Box 49314  
Vancouver, B.C. V7X 1L3

Attention: Bill Kaplan, Q.C. and Sean K. Boyle

by or before 4:00 p.m. (Vancouver time) on March 9, 2012,

with copies to:

Akin Gump Strauss Hauer & Feld LLP  
One Bryant Park  
New York, NY 10036  
Attention: Michael S. Stamer, Esq. and Meredith Lahaie  
E-mail addresses: [mstamer@akingump.com](mailto:mstamer@akingump.com) and [mlahaie@akingump.com](mailto:mlahaie@akingump.com)

and

Fraser Milner Casgrain LLP  
Royal Trust Tower  
77 King Street West  
Toronto, ON M5K 0A1  
Attention: Ryan C. Jacobs, Esq. and John R. Sandrelli  
E-mail address: [ryan.jacobs@fmc-law.com](mailto:ryan.jacobs@fmc-law.com) and [john.sandrelli@fmc-law.com](mailto:john.sandrelli@fmc-law.com)

and

Goodmans LLP  
Bay Adelaide Centre  
333 Bay Street, Suite 3400  
Toronto, ON M5H 2S7  
Attention: Robert Chadwick and Melaney Wagner  
E-mail address: [rchadwick@goodmans.ca](mailto:rchadwick@goodmans.ca) and [mwagner@goodmans.ca](mailto:mwagner@goodmans.ca)

47. Sending the Notice of Hearing of Final Application and this Interim Order in accordance with paragraphs 3 and 16 of this Interim Order shall constitute good and sufficient service of the within proceedings and no other form of service need be made and no other material need be served on such persons in respect of these proceedings. In particular, service of the Petition herein and the accompanying Catalyst Affidavit and additional Affidavits as may be filed, is dispensed with other than complying with the Substituted Service Steps. Any Noteholder, Shareholder or other person affected by these proceedings who files and delivers to

counsel for the Petitioners a Response to Petition herein, shall be entitled to receive, if so requested, documents filed in these proceedings after the date the Response to Petition is filed and delivered.

48. In the event the hearing for the Final Order is adjourned, only those persons who have filed and delivered a Response to Petition in accordance with this Interim Order need be served and provided with notice of further materials filed herein and the adjourned hearing date.

#### **GENERAL**

49. Other than the Proposed Arrangement Term Sheet and the RSA, to the extent of any inconsistency or discrepancy between this Interim Order and the terms of any instrument creating, governing or collateral to the 2014 Notes or 2016 Notes or the articles or by-laws of Catalyst, this Interim Order shall govern.

50. The Petitioners respectfully seek and request the aid and recognition of any court or any judicial, regulatory or administrative body constituted pursuant to the Parliament of Canada or the legislature of any province and any court or any judicial, regulatory or administrative body of the United States of America (including, without limitation, in the United States Bankruptcy Court), to act in aid of and to assist this Court in carrying out the terms of this Interim Order where required, and to grant representative status to Catalyst on behalf of any or all of the Petitioners and the Impleaded Parties listed herein at Schedule "A", in any foreign proceeding.

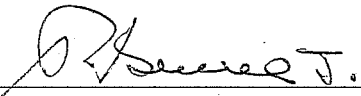
51. Subject to paragraph 36 of this Order and in a manner consistent with the RSA, Catalyst shall be authorized and empowered, but not required to (i) apply as they may consider necessary or desirable, with or without notice, to any other court, tribunal, regulatory, administrative or other body, wherever located, for orders to recognize the Interim Order and/or to assist in carrying out the terms of the Interim Order and any subsequent orders of this Court including, without limitation to the foregoing, any relief under Chapter 15 of the U.S. Bankruptcy Code (the "Chapter 15 Relief"), and (ii) act as a representative in respect of these proceedings for the purpose of having these proceedings recognized and/or aided in a jurisdiction outside Canada, including, without limitation, acting as a foreign representative of Catalyst and any or all of the Petitioners and the Impleaded Parties in connection with any Chapter 15 Relief.

52. British Columbia is the Centre of Main Interest of Catalyst and its subsidiaries, including, but not limited, to the Petitioners and Impleaded Parties.

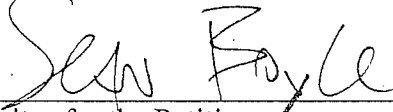
53. Subject to paragraph 36 of this Order, the Petitioners shall be entitled, at any time, to apply to vary this Order.

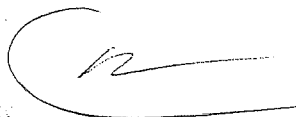
54. Rule 8-1 of the *Supreme Court Civil Rules* will not apply to any further applications in respect of this proceeding, including the application for the Final Order and any application to vary this Interim Order.

BY THE COURT

  
Registrar

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS NOTED ABOVE:

  
Solicitor for the Petitioners  
Bill Kaplan, Q.C.

  
Certified a true copy according to  
the records of the Supreme Court  
at Vancouver, B.C.

This 17 day of January 2012

  
Authorized Signing Officer

**SCHEDULE "A"****LIST OF IMPEADED PARTIES**

Catalyst Pulp and Paper Sales Inc.

Catalyst Paper Energy Holdings Inc.

0606890 B.C. Ltd.

Catalyst Pulp Operations Limited

Catalyst Pulp Sales Inc.

Elk Falls Pulp and Paper Limited

Pacifica Poplars Ltd.

Catalyst Paper Holdings Inc.

Catalyst Paper (USA) Inc.

Pacifica Poplars Inc.

Pacifica Papers Sales Inc.

Pacifica Papers U.S. Inc.

Catalyst Paper (Snowflake) Inc.

Catalyst Paper Recycling Inc.

The Apache Railway Company

Catalyst Paper General Partnership

### VERIFICATION

Pursuant to 28 U.S.C. § 1746, Brian Baarda declares as follows:

I am the Vice President, Finance and Chief Financial Officer and duly authorized agent of Catalyst Paper Corporation, which was appointed as the foreign representative of 0606089 B.C. Ltd., Catalyst Paper Corporation, Catalyst Paper Energy Holdings, Inc., Catalyst Paper General Partnership, Catalyst Paper Holdings Inc., Catalyst Paper (USA) Inc., Catalyst Paper (Recycling) Inc., Catalyst Paper (Snowflake) Inc., Catalyst Pulp and Paper Sales Inc., Catalyst Pulp Operations Ltd., Catalyst Pulp Sales Inc., Elk Falls Pulp and Paper Ltd., Pacifica Papers U.S. Inc., Pacifica Papers Sales Inc., Pacifica Poplars Inc., Pacifica Poplars Ltd, and The Apache Railway Company (collectively, the "Debtors"). I have full authority to verify the foregoing Chapter 15 Petition for Recognition of a Foreign Main Proceeding, and I am informed and do believe that the allegations contained therein are true and accurate to the best of my knowledge, information and belief.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 17th day of January, 2012.



Catalyst Paper Corporation, duly authorized  
foreign representative of the Debtors

By: Brian Baarda

Title: Vice President, Finance and Chief  
Financial Officer

## Open New Voluntary Bankruptcy Case

U.S. Bankruptcy Court

District of Delaware

### [Notice of Bankruptcy Case Filing](#)

The following transaction was received from Van C. Durrer entered on 1/17/2012 at 8:01 PM EST and filed on 1/17/2012

**Case Name:** Catalyst Paper (USA) Inc.

**Case Number:** [12-10225](#)

**Document Number:** [1](#)

**Docket Text:**

Chapter 15 Petition for Recognition of Foreign Proceeding. Fee Amount \$1046 Filed by Catalyst Paper (USA) Inc.. (Durrer, Van)

The following document(s) are associated with this transaction:

**Document description:**Main Document

**Original filename:**H:\temp\convert\TAB G CATALYST PAPER (USA) INC.pdf

**Electronic document Stamp:**

[STAMP bkecfStamp\_ID=983460418 [Date=1/17/2012] [FileNumber=10445971-0]  
][717ee593e59456cfd4f9249993f76900ba6f576e5236b8e5fb3017f02c5ce8808a1  
dff55672c23c10779adcef1ca0b4f8c83b362fb53a8405438ac82d30d146d]]

**12-10225 Notice will be electronically mailed to:**

Van C. Durrer on behalf of Debtor Catalyst Paper (USA) Inc.

van.durrer@skadden.com,

debank@skadden.com;christopher.heaney@skadden.com;wendy.lamanna@skadden.com;annie.li@skadden.com

United States Trustee

USTPREGION03.WL.ECF@USDOJ.GOV

**12-10225 Notice will not be electronically mailed to:**