

MAY 25 2012



No. S120712
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED

AND

IN THE MATTER OF THE *CANADA BUSINESS CORPORATIONS ACT*,
R.S.C. 1985, c. C-44

AND

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,
S.B.C. 2002, c. 57

AND

IN THE MATTER OF CATALYST PAPER CORPORATION
AND THE PETITIONERS LISTED IN SCHEDULE "A"

PETITIONERS

ORDER MADE AFTER APPLICATION

BEFORE THE HONOURABLE
MR. JUSTICE SEWELL

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May 25, 2012

ON THE APPLICATION of the Petitioners coming on for hearing at Vancouver, British Columbia, on the 25th day of May 2012; AND ON HEARING, Bill Kaplan, Q.C., Peter L. Rubin and Anthony Purgas, counsel for the Petitioners, John Grieve and ~~Kibben Jackson~~, counsel for the Monitor PricewaterhouseCoopers Inc., and those other counsel listed in Schedule "B" hereto; AND UPON READING the material filed;

THIS COURT ORDERS AND DECLARES THAT:

1. Paragraph 55 of the Amended and Restated Initial Order of the Court dated February 3, 2012, as amended by Order of the Court dated February 14, 2012, shall be amended by:

- (a) adding the word "and" after "PBSA"; and

- (b) deleting the words "and any future charges which may arise under Sections 81.5 and 81.6 of the BIA".

2. Paragraph 6 of the Order of the Court dated March 9, 2012 shall be amended by deleting the words "\$8 million" and substituting therefor the words "\$8.262 million".

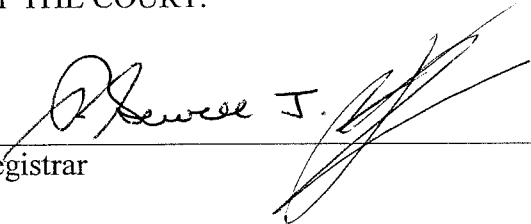
3. Endorsement of this Order by counsel appearing on this application, other than counsel for the Petitioners, is hereby dispensed with.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:



Signature of
☐ party ☒ lawyer for the Petitioner Parties
Bill Kaplan, Q.C. / Peter Rubin

BY THE COURT.



Registrar

Schedule "A"

LIST OF ADDITIONAL PETITIONERS

Catalyst Pulp Operations Limited
Catalyst Pulp Sales Inc.
Pacifica Poplars Ltd.
Catalyst Pulp and Paper Sales Inc.
Elk Falls Pulp and Paper Limited
Catalyst Paper Energy Holdings Inc.
0606890 B.C. Ltd.
Catalyst Paper Recycling Inc.
Catalyst Paper (Snowflake) Inc.
Catalyst Paper Holdings Inc.
Pacifica Papers U.S. Inc.
Pacifica Poplars Inc.
Pacifica Papers Sales Inc.
Catalyst Paper (USA) Inc.
The Apache Railway Company

Schedule "B"

Name of Party	Counsel Name
A Representative Group of 2014 Unsecured Noteholders and Certain 2016 Noteholders	T. Louman-Gardner; M. Wagner (telephone)
Wilmington Trust, National Association	W. Skelly
Ad Hoc Committee of 2014 Noteholders	C. Simand (telephone)
Board of Directors of Catalyst	H. Ferris
JPMorgan Chase Bank, N.A.	P. Beardon
Powell River Energy Inc.; TimberWest Forest Corp.	M. Buttery; L. Williams
Western Forest Products Ltd.; International Forest Products Ltd.; Seaspan Marine Corporation	J. Milton, Q.C.
CEP Unions - Locals 1, 76, 592, 686, 1132, 630, 1123	D. Rogers
A Representative Group of 2016 Noteholders	J. Sandrelli; C. Ramsay
PPWC Local 2	C. Gordon
United Steelworkers International and U.S.W. Local 2180	S. Quelch
Catalyst Timber-West Retired Salaried Employees Association	R. Kaandal
Wells Fargo Bank, N.A.	O. Pasparakis
Superintendent of Pensions	S. Wilkinson
Canexus Corporation	L. Pillon (telephone)
Catalyst Salaried Employees & Pensioners Committee	A. Kaplan; A. Hatnang; J. Hannum (telephone)