

No. S-120712
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

AND:

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

AND:

**IN THE MATTER OF THE BUSINESS CORPORATIONS ACT,
SBC 2002, c.-57**

AND:

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

PETITIONERS

**COMMUNICATIONS, ENERGY AND PAPERWORKERS' UNION,
LOCALS 1, 76, 592, 630, 686, 1123 AND 1132**

RESPONDENTS

PULP, PAPER AND WOODWORKERS' OF CANADA, LOCAL 2

RESPONDENT

ORDER MADE AFTER APPLICATION

BEFORE THE HONOURABLE
MR. JUSTICE SEWELL

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08/ March/ 2012

ON THE APPLICATION of the Respondents coming on for hearing at Vancouver, British Columbia, on the 8th day of March, 2012; AND ON HEARING, Donald W. Bobert and Charles Gordon, Counsel for the Respondents, Bill Kaplan Q.C. and Peter Rubin, Counsel for the

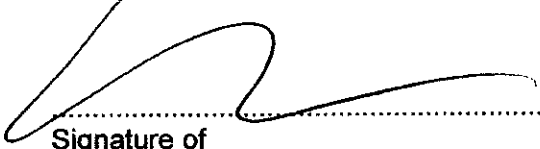
Petitioners, John Grieve and Kibben Jackson, Counsel for the Monitor PricewaterhouseCoopers Inc.; and those other counsel listed in "Schedule B" hereto; and on reading the material filed; THIS COURT ORDERS AND DECLARES THAT:

1. The Communications, Energy and Paperworkers' Union, Locals 1, 76, 592, 630, 686, 1123 and 1132 (the "CEP") are to be the representatives of persons, who were formerly members of any of those seven Locals and who are no longer employees of the Petitioners, and their surviving spouses (the "CEP Retirees").
2. The Pulp, Paper and Woodworkers' of Canada, Local 2 (the "PPWC") is to be the representative of persons, who were formerly members of PPWC and who are no longer employees of the Petitioners, and their surviving spouses (the "PPWC Retirees").
3. The CEP is to represent all individuals with entitlements under Catalyst Paper Corporation Retirement Plan A referred to in paragraphs 71 and 76 in the 1st Affidavit of Brian Baarda, sworn January 31, 2012 ("Plan A") who are either former members of a CEP local or the local of a predecessor union of CEP, and surviving spouses of such former members in respect of any entitlements arising while those individuals were members of the CEP or a predecessor union of CEP ("Plan A CEP Retiree").
4. The PPWC is to represent all individuals with entitlements under Plan A who are either former members of PPWC or the local of a predecessor union of PPWC, and surviving spouses of such former members in respect of any entitlements arising while those individuals were members of PPWC or a predecessor union of PPWC ("Plan A PPWC Retiree").
5. The Petitioners provide the PPWC and the CEP with any contact information in their possession or control for the CEP Retirees and the PPWC Retirees, including the Plan A CEP Retirees and the Plan A PPWC Retirees.
6. Any CEP Retiree or PPWC Retiree has the right to opt out of representation by the CEP or the PPWC by provision of written notice.

APPROVAL

7. Endorsement of the Order by counsel appearing on this application is hereby dispensed with

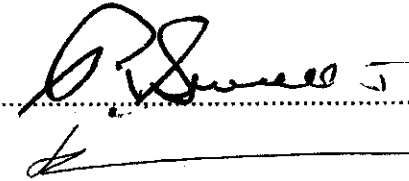
THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:



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Signature of
 party lawyer for the Respondent Parties
Donald W. Bobert/ Charles Gordon

BY THE COURT:



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Registrar

Schedule "B"

Name of Counsel	Party
Shane Kukulowicz Chris Ramsay Ryan Jacobs Michael Wunder (by telephone)	A Representative Group of 2016 Noteholders
Sebastien Anderson Stefanie Quelch	United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union, Local 2688
David Gruber Melaney Wagner Rob Chadwick (by telephone)	Certain 2014 Unsecured Noteholders and certain 2016 Noteholders
Randy Kaardal	Catalyst Timberwood Retired Salaried Employees Association
Harvey Chaiton Benjamin La Borie	Wilmington Trust FSB
Ari Kaplan James Baugh Demetrios Yiokaris (by telephone)	Ronald Gary McCaig and Certain Other Non-Union Employees and Retirees
Donnaree Nygard	Her Majesty the Queen in Right of Canada
Wael Rostom Jenniger Cockbill	JPMorgan Chase Bank, N.A.
Vasuda Sinha (by telephone)	Wells Fargo Bank NA
Heather Ferris Marc Wasserman (by telephone)	Board of Directors of Catalyst
Sandra Wilkinson	Superintendent of Pensions
Ken Lenz (by telephone)	Ad Hoc Committee of 2012 Noteholders
Mary Buttery	Powell River Energy Inc., Quadrant Investments Ltd. And TimberWest Forest Corp.