

SUPREME COURT
OF BRITISH COLUMBIA
VANCOUVER REGISTRY

JUN 13 2012
ENTERED


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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13/June/2012

ON THE APPLICATION of the Ad Hoc 2016 Noteholder Group coming on for hearing at Vancouver, British Columbia on this day; AND UPON READING the material filed including the Notice of Application of the Ad Hoc 2016 Noteholder Group, dated June 12, 2012 and the Affidavit of Deborah Hamann-Trou, dated June 12, 2012; and UPON HEARING Christopher J. Ramsay, counsel for the Ad Hoc 2016 Noteholder Group and those other counsel listed on **Schedule "B"** hereto;

THIS COURT ORDERS AND DECLARES that:

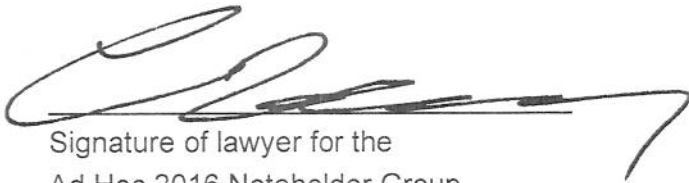
1. Catalyst Paper Corporation ("Catalyst") shall as soon as reasonably practicable disclose and produce in relation to the defined benefit Catalyst Paper Corporation Retirement Plan for Salaried Employees BC Reg No. 85400 (the "Salaried Plan") the following documents, to the extent such documents are in the possession or control of Catalyst:

- any and all correspondence between Catalyst and the Pension Department of the British Columbia Financial Institutions Commission ("FICOM") from January 1, 2009 to date concerning the funding of the Salaried Plan;
- the current plan member booklet and any previous versions of the booklet over the last 10 years;
- the current trust agreement relating to the defined benefit Salaried Plan and any and all correspondence from Catalyst to the Trustee of the Salaried Plan from January 1, 2009 to date;
- audited financial statements of the Salaried Plan from January 1, 2009 to date;
- all Annual Reports provided by Catalyst to members from January 1, 2009 to date;
- actuarial valuations relating to the defined benefit Salaried Plan from January 1, 2007 to date; and,
- any and all ancillary documents relating to the categories of documents set out above.

2. Any of the documents produced and disclosed to any person pursuant to Paragraph 1 of this order are subject to the implied undertaking of confidentiality and cannot be used by any person receiving those documents except for the purposes of this proceeding, until and unless the scope of the undertaking is varied by court order.

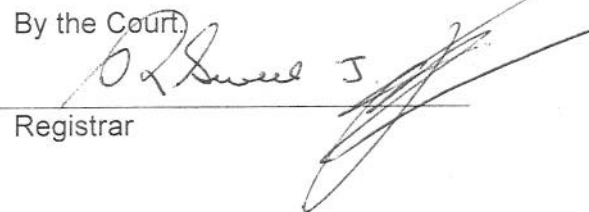
3. Approval of this Order as to form by counsel appearing on this Application, other than counsel for the Applicants, is hereby dispensed with.

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 lawyer for the
Ad Hoc 2016 Noteholder Group

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	NAME OF COUNSEL
Ad hoc 2016 Noteholders group	Chris Ramsay
Catalyst Petitioners	Peter Rubin
Cross Over 2014 Group	David Gruber
Wells Fargo	V. Sinha
Monitor	Vicki Tickle
Superintendent of Pensions	Sandra Wilkinson
PPWC Local 2	Chris Misura
Catalyst Salaried Employees and Pensioners Group	James Harnum
Ad hoc Group 2014 Noteholders	David McKinnon