

SUPREME COURT
OF BRITISH COLUMBIA
VANCOUVER REGISTRY

JUN 18 2012

ENTERED



IN THE SUPREME COURT OF BRITISH COLUMBIA

No. S120712
Vancouver Registry

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) March 28, 2012
)

ON THE APPLICATION of Ronald Gary McCaig, Jeff Whittaker, Janice Young, Peter Flynn, Patricia Dwornik, and Francesca Pomeroy, acting on their own behalf and on behalf of the Catalyst Salaried Employees & Pensioners group (the "**Applicants**") coming on for hearing at Vancouver, British Columbia, on the 23rd day of February 2012; AND ON HEARING, James Harnum, Ari Kaplan, Michael Prokosh, and Demetrios Yiokaris, counsel for the Applicants, Peter L. Rubin, Ken Burns and Anthony Purgas, counsel for the Petitioners, Kibben Jackson, counsel for the Monitor PricewaterhouseCoopers Inc., and those other counsel listed in **Schedule "B"** hereto; AND UPON READING the material filed; AND UPON JUDGMENT being reserved to this date;

THIS COURT ORDERS AND DECLARES THAT:

1. The application is dismissed.
2. Paragraph 84(a) of the Amended and Restated Initial Order of the Court dated February 3, 2012, as amended by the Order of the Court dated February 7, 2012, shall be amended by deleting the words "pension beneficiaries" and substituting therefor the words "Plan former members, persons entitled to or in respect of survivor benefits, and designated beneficiaries of former members."
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
Peter L. Rubin / Anthony Purgas

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	Tim Louman-Gardiner Melany Wagner
Wilmington Trust, National Association	Ryan Patryluk George Benchetrit
Ad Hoc Committee of 2014 Noteholders	David McKinnon
CEP Unions -- Locals 1, 76 (Powell River), 592, 686 (Port Alberni), 1132 (Crofton), 630, 1123 (Campbell River)	Dan Bobert
Board of Directors of Catalyst	Heather Ferris
JPMorgan Chase Bank, N.A.	Jennifer Cockbill
United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union, Local 2688	Stefanie Quelch
A Representative Group of 2016 Noteholders	John Sandrelli Shane Kukulowicz Ryan Jacobs
Superintendent of Pensions	Sandra Wilkinson
PPWC Local 2	Chris Gordon
Powell River Energy Inc., Quadrant Investments Ltd. and TimberWest Forest Corp.	Mary Buttery
Catalyst TimberWest Retired Salaried Employees Association	Randy Kaardal Andrea Glen
Wells Fargo Bank NA	Vasuda Sinha
Canexus Corporation and Casco Inc.	Kathryn Esaw
Perella Weinberg Partners LP	Kevin McElcheran
Wajax Industries Inc.	Kentigern Rowan, Q.C.