

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 JUSTICE) May 11, 2012
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BL ON THE APPLICATION of Western Forest Products Inc., Seaspan Marine Corporation and *AS*
AS ~~International Forest Products~~ (the "**Applicants**") dated March 29, 2012 for an order setting aside
or terminating, without prejudice to the Applicants' rights under the Critical Supplier Charge, the
Critical Suppliers Order pronounced by this Honourable Court on February 6, 2012 (the
"**Application**") coming on for hearing at 800 Smithe Street, Vancouver, BC V6Z 2E1 on May
10, 2012, and on hearing Jane Milton, Q.C., for Western Forest Products Inc. and Seaspan
Marine Corporation, William Kaplan, Q.C., and Anthony Purgas for the Petitioners, John Grieve
and Kibben Jackson for PricewaterhouseCoopers Inc., the court-appointed monitor, Mary I.A.
Buttery and H. Lance Williams for TimberWest Forest Corp., Elizabeth Pillon for Canexus

Corporation, Stephen Ross for the Canadian National Railway Company and those other counsel listed in **Schedule "B"** hereto, AND ON JUDGMENT BEING RESERVED TO THIS DATE;

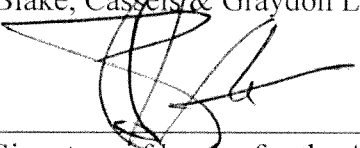
THIS COURT ORDERS that:

1. The Application is dismissed.
2. There shall be no costs payable to any party.
3. Endorsement of this Order by counsel appearing on the Application, other than counsel for the Petitioners and 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 Petitioners
Blake, Cassels & Graydon LLP (William Kaplan, Q.C./Anthony Purgas)



Signature of lawyer for the Applicants
Bull, Housser & Tupper LLP (Jane Milton, Q.C./Steven D. Dvorak)

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"

A Representative Group of 2014 Unsecured Noteholders and certain 2016 Noteholders	David Gruber Melaney Wagner (by telephone)
Wilmington Trust, National Association Ad Hoc Committee of 2014 Noteholders	Benjamin La Borie Chris Simard (by telephone)
CEP Unions – Locals 1, 76 (Powell River), 592, 686 (Port Alberni), 1132 (Crofton), 630, 1123 (Campbell River)	Don Bobert
Board of Directors of Catalyst	Heather Ferris
JPMorgan Chase Bank, N.A.	Peter Reardon
United Steelworkers International and USW Local 2688	Stefanie Quelch
A Representative Group of 2016 Noteholders	John Sandrelli Chris Ramsay
PPWC Local 2	Charles Gordon
Catalyst TimberWest Retired Salaried Employees Association	Andrea Glen
Catalyst Salaried Employees & Pensioner Group	James Harnum (by telephone)
Wells Fargo Bank NA	Vasuda Sinha (by telephone)
Tolko Industries Ltd.	Ken Andersen
City of Powell River	Paul Hildebrand
Superintendent of Pensions	Sandra Wilkinson

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