

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	)
	)	SEWELL	)
	)		)
	)		)

May 11, 2012

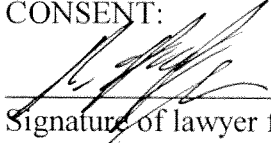
ON THE APPLICATION of TimberWest Forest Corp. dated March 28, 2012 coming on for hearing at 800 Smithe Street, Vancouver, BC V6Z 2E1 on May 10, 2012 (the "**Application**"), and on hearing Mary I.A. Buttery and H. Lance Williams for TimberWest Forest Corp., William Kaplan, Q.C., and Anthony Purgas for the Petitioners, John Grieve and Kibben Jackson for PricewaterhouseCoopers Inc., the court-appointed monitor, Elizabeth Pillon for Canexus Corporation, Jane Milton, Q.C., for Western Forest Products Inc. and Seaspan Marine 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:

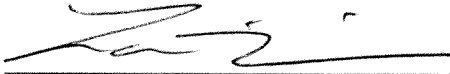
1. The Application is dismissed.

2. There shall be no costs payable to any party.
3. Endorsement of this Order by counsel appearing on this application, other than counsel for the Petitioners and TimberWest Forest Corp., 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:

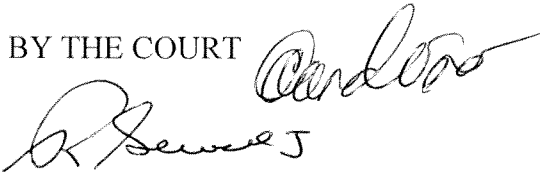


\_\_\_\_\_  
Signature of lawyer for the Petitioners  
Blake, Cassels & Graydon LLP (William Kaplan, Q.C./Anthony Purgas)



\_\_\_\_\_  
Signature of lawyer for TimberWest Forest Corp.  
Davis LLP (Mary I.A. Buttery/H. Lance Williams)

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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File No. 41641-00031

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