

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) June 28, 2010
)

ON THE APPLICATION of the Petitioners and Catalyst Paper General Partnership (collectively, the "**Petitioner Parties**") coming on for hearing at Vancouver, British Columbia, on the 28th day of June, 2012; AND ON HEARING, Bill Kaplan, Q.C., Jeff Langlois, and Andrew Crabtree, counsel for the Petitioner Parties, John Grieve, Kibben Jackson, and Vicki Tickle, counsel for the Monitor PricewaterhouseCoopers Inc., and those other counsel listed in **Schedule "B"** hereto; AND UPON READING the material filed;

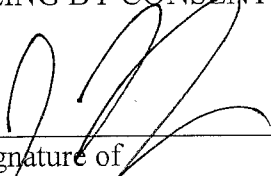
THIS COURT ORDERS AND DECLARES THAT:

1. Wells Fargo Bank, N.A. is granted leave, pursuant to paragraph 48 of the Order of this Court dated June 28, 2012 (the "**Sanction Order**"), to file an application in respect of its rights under the Unsecured Notes Indenture (as defined in the Sanction Order) and related documents in connection with these CCAA proceedings.
2. The terms of the within Order do not modify, amend, affect, alter or replace the terms of the Sanction Order.

APPROVAL

3. Endorsement of this by counsel appearing on this application other than counsel for the Petitioners, is hereby dispensed with.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS SANCTION 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
Bill Kaplan, Q.C / Jeff Langlois

BY THE COURT.



Registrar

Schedule "A"

LIST OF ADDITIONAL PETITIONER PARTIES

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 Counsel	Name of Party
Mary BATTERY	Powell River Energy Inc., Quadrant Investments Ltd., TimberWest Forest Corp., Western Forest Products and Edward C. Kress, Harry A. Goldgut and Richard Legault, Trustees of Powell River Energy Trust
John Sandrelli Jordan Schultz	A Representative Group of 2016 Noteholders
Benjamin La Borie	Wilmington Trust, National Association
David McKinnon (by telephone)	Ad Hoc Committee of 2014 Noteholders
Dan Rogers	CEP Unions – Locals 1, 76 (Powell River), 592, 686 (Port Alberni), 1132 (Crofton), 630, 1123 (Campbell River)
Patrick Riesterer (by telephone)	Board of Directors of Catalyst
Jennifer Cockbill	JPMorgan Chase Bank, N.A.
David Gruber Melaney Wagner (by telephone)	A Representative Group of 2014 Unsecured Noteholders and certain 2016 Noteholders
Randal Kaardal Caily DiPuma	Catalyst TimberWest Retired Salaried Employees Association
Ari Kaplan Andrew Hatnay	Catalyst Salaried Employees & Pensioner Committee
Evan Cobb Mario Forte (by telephone)	Wells Fargo Bank NA
Sandra Wilkinson	Superintendent of Pensions
Richard Butler (by telephone) Elizabeth Rowbotham	HMTQ in Right of the Province of British Columbia
Heather Ferris	Board of Directors of Catalyst
Elizabeth Pillon (by telephone)	Canexus Chemicals Canada LP
Stefanie Quelch	United Steelworkers International and USW Local 2688
Chris Misura	PPWC Local 2

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