



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 ) July 10, 2012  
)

ON THE APPLICATION of the Petitioners coming on for hearing at Vancouver, British Columbia, on Tuesday the 10<sup>th</sup> day of July, 2012; AND ON HEARING Bill Kaplan, Q.C. and Peter Rubin, 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;

THIS COURT ORDERS AND DECLARES THAT:

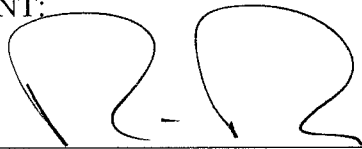
**SERVICE**

1. The time for service of the Notice of Application herein be and is hereby abridged and the Notice of Application is properly returnable today.
2. Further to the orders of this Court approving the sales of certain parcels of land, dated April 4, 2012 (as amended on May 7, 2012), May 7, 2012 and May 7, 2012 (the "**Poplar Orders**"), the Monitor is hereby directed to pay the entirety of the proceeds held by the Monitor pursuant to the Poplar Orders to JP Morgan Chase Bank, N.A., in its capacity as Administrative Agent, under and on account of the DIP Facility and DIP Credit Agreement, as those latter two terms are defined in the Amended and Restated Initial Order of the Court, dated February 3 2012.

**APPROVAL**


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  
Bill Kaplan, Q.C./Peter Rubin

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 Counsel	Name of Party
CEP Unions – Locals 1, 76 (Powell River), 592, 686 (Port Alberni), 1132 (Crofton), 630, 1123 (Campbell River)	Don Bobert
JPMorgan Chase Bank, N.A.	Jennifer Cockbill
A Representative Group of 2014 Unsecured Noteholders and certain 2016 Noteholders	David Gruber Melaney Wagner (by telephone)
<del>Wells Fargo Bank NA</del>	<del>Vasuda Sinha (by telephone)</del>
U.S.W	S. Quelch
A. Glen	R.S.EA.
J. Sandrelli	Ad Hoc Group 2016 Noteholders
Wilmington Trust	B. LaBorie

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