

AUG 28 2012

ENTERED

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) August 28, 2012
)

ON THE APPLICATION of the Petitioners coming on for hearing at Vancouver, British Columbia, on the 28th day of August 2012; AND ON HEARING, Bill Kaplan Q.C., Jeff Langlois and Andrew Crabtree, 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;

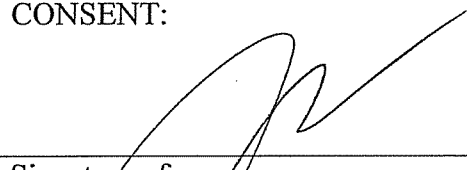
THIS COURT ORDERS AND DECLARES THAT:

1. Pursuant to section 133 of the *Canada Business Corporations Act*, R.S.C. 1985, c. C-44 (the "CBCA") the time for calling the next annual meeting of shareholders of Catalyst Paper Corporation is extended until June 30, 2013, subject to further extension upon order of the Court.
2. The term of the directors of Catalyst Paper Corporation appointed pursuant to section 6.11 of the Second Amended and Restated Plan of Compromise and Arrangement dated June 14, 2012 (the "**Plan**") shall, subject to section 108 of the CBCA, continue until the annual meeting of shareholders of Catalyst Paper Corporation next following the first anniversary date of the Effective Date under the Plan.

APPROVAL

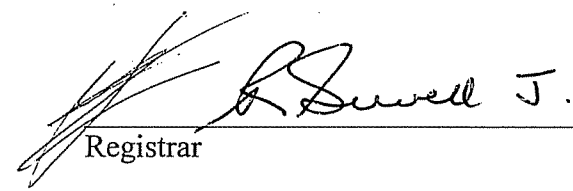
3. Endorsement of this Order by counsel appearing on this application, other than counsel for the Petitioners, is hereby dispensed with.

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.

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"

APPEARANCE LIST – AUGUST 28, 2012

Party	Name of Party	Counsel Name
The Petitioners	Catalyst Paper Corporation and others	Bill Kaplan, Q.C. Peter Rubin Andrew Crabtree Jeff Langlois
The Monitor	PricewaterhouseCoopers Inc.	Kibben Jackson
Interested Parties	A Representative Group of 2014 Unsecured Noteholders and certain 2016 Noteholders	David Gruber Melanie Wagner (by telephone)
Interested Party	Wilmington Trust, National Association	Benjamin La Borie
Interested Parties	A Representative Group of 2016 Noteholders	John Sandrelli
Interested Party	Superintendent of Pensions	Sandra Wilkinson
Interested Parties	Catalyst TimberWest Retired Salaried Employees Association	Andrea Glen
Interested Parties	CEP Unions – Locals 1, 76 (Powell River), 592, 686 (Port Alberni), 1132 (Crofton), 630, 1123 (Campbell River)	Dan Rogers
Interested Parties	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	Mary Buttery
Interested Parties	United Steelworkers International and USW Local 2688	Stefanie Quelch
Interested Party	Board of Directors of Catalyst	Patrick Riesterer (by telephone)
	<i>Province of British Columbia</i>	<i>Elizabeth Rawbotham</i>
	<i>JP Morgan Chase</i>	<i>Jennifer Cockburn</i>