

SEP - 7 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 )  
MADAM JUSTICE BROWN ) September 7, 2012  
)

ON THE APPLICATION of the Petitioners coming on for hearing at Vancouver, British Columbia, on the 7<sup>th</sup> day of September, 2012; AND ON HEARING, Peter Rubin 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. In accordance with section 191 of the *Canada Business Corporations Act*, R.S.C. 1985, c. C-44, section 6.11 of the Second Amended and Restated Plan of Compromise and Arrangement,

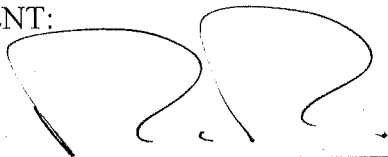
dated June 14, 2012 (the "**Plan**"), paragraph 52 of the Sanction Order made June 18, 2012 and subject to paragraph 2 of the order of the Court dated August 28, 2012 regarding the term of directors for Catalyst Paper Corporation ("**CPC**"), the following individuals shall be appointed as directors of CPC as of the Business Day next following the Effective Date under the Plan:

- (a) John Brecker;
- (b) Leslie Lederer;
- (c) Todd Dillabough;
- (d) Walter Jones;
- (e) John Charles;
- (f) Giorgio Caputo; and
- (g) Kevin Clarke.

2. Section 6.11 of the Plan and paragraph 52 of the Sanction Order are hereby amended to effect the change of directors of CPC (both the removal of directors and the appointment of new directors) as of the Business Day next following the Effective Date.

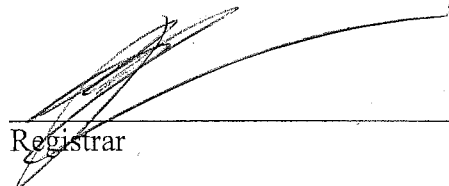
3. Endorsement of this Order by counsel appearing on this application, other than counsel for the Petitioner Parties, is hereby dispensed with.

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 Petitioners  
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"

Counsel Name	Name of Party
NONE	