

No. S077839
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 A PLAN OF COMPROMISE OR ARRANGEMENT
OF POPE & TALBOT LTD. AND THE PETITIONERS
LISTED IN SCHEDULE "A"**

**APPLICATION UNDER THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, AS AMENDED**

ORDER

BEFORE THE HONOURABLE)
THE CHIEF JUSTICE)
MONDAY, THE 31ST DAY
OF MARCH, 2008

THE MOTION of Pope & Talbot Ltd. and those affiliates listed in Schedule "A" (the "Petitioners") coming on for hearing at Vancouver, British Columbia, on the 31st day of March, 2008, AND ON HEARING Ashley John Taylor, counsel for the Petitioners AND UPON BEING ADVISED that this Order is on consent of Ableco Finance LLC AND Rules 3 and 41(24) of the *Rules of Court* and the inherent jurisdiction of this Honourable Court.

1. **THIS COURT ORDERS** that the Approval and Vesting Order dated January 7, 2008 which approved the sale transaction contemplated by the agreement of purchase and sale between Pope & Talbot Inc., Pope & Talbot Ltd., Pope & Talbot Lumber Sales, Inc. and Pope & Talbot Spearfish Limited Partnership (the "Sellers") and International Forest Products Limited (the "Purchaser") be amended as follows:

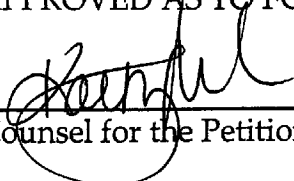
- (a) Paragraph 1 of Schedule "C" - Permitted Encumbrances to the Approval and Vesting Order which states: "The Sellers have granted to Ableco Finance LLC (as collateral agent under the Sellers' principal credit agreement) a security interest in substantially all of their assets, including without limitation, the Owned Real Property and the Leased Real Property. Such security interest is intended to be released before or on the Closing Date.", shall be deleted in its entirety.

BY THE COURT




DISTRICT REGISTRAR 

APPROVED AS TO FORM:



Counsel for the Petitioners


CSL

Schedule "A"

Pope & Talbot Inc.
Penn Timber, Inc.
Pope & Talbot Lumber Sales, Inc.
P&T Power Company
Pope & Talbot Pulp Sales U.S., Inc.
Pope & Talbot Relocation Services, Inc.
Mackenzie Pulp Land Ltd.
P&T Finance Three LLC
P&T Funding Ltd.