

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) A JUDGE OF THE COURT) *TUES* DAY, THE *13th* DAY
) ~~OR~~) OF MAY, 2008
) ~~A REGISTRAR~~)
))

ON THE APPLICATION of Pope & Talbot Ltd. and those affiliates listed in
Schedule "A", without a hearing:

THIS COURT ORDERS that

1. The Order of the Honourable Chief Justice dated April 22, 2008 (the "D&O Claims Procedure Order"), be amended as set out below:
 - (a) Paragraph 1(i) shall be replaced with "'D&O Claims Bar Date" means 4:00 p.m. (Pacific Time) on the day which is 40 days after the Closing Date";
 - (b) Paragraph 1(z) shall be deleted in its entirety;
 - (c) The term "Notice Date" in paragraphs 2, 3 and 4 shall be replaced with the term "Closing Date";

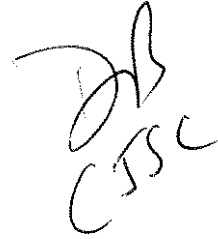
(d) "D&O Notice to Creditors", substantially in the form attached hereto as Schedule "B", constitutes Schedule "F" to the D&O Claims Procedure Order

BY THE COURT


REGISTRAR



~~REGISTRAR~~



SCHEDULE "A"

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

SCHEDULE "B"

D&O Notice to Creditors

NOTICE TO CREDITORS OF THE PETITIONERS LISTED HEREIN
(hereinafter referred to as the "Petitioners")

Petitioners:

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

RE: NOTICE OF DIRECTORS AND OFFICERS CLAIMS PROCEDURE FOR THE PETITIONERS PURSUANT TO THE COMPANIES' CREDITORS ARRANGEMENT ACT (THE "CCAA")

PLEASE TAKE NOTICE that this notice is being published pursuant to an order of the Honourable Mr. Chief Justice Brenner of the Supreme Court of British Columbia (the "D&O Claims Procedure Order") and the Honourable Mr. Justice Sontchi of the United States Bankruptcy Court for the District of Delaware, each dated April 22, 2008. Any term not otherwise defined has the meaning ascribed thereto in the D&O Claims Procedure Order.

The D&O Claims Procedure is intended for any Person with a D&O Claim against one or more of the Directors or Officers of the Petitioners which arose or arises in connection with or as a result of such Director's or Officer's position as a Director or Officer.

A D&O Claim is defined in the D&O Claims Procedure Order as: (a) wages, salaries, employee and pension benefits, vacation pay, bonuses and expenses payable on or after October 29, 2007 and incurred in the ordinary course of business and consistent with existing compensation policies and arrangements; (b) any statutory deemed trust amounts in favour of the Crown in right of Canada or of any Province thereof or any other taxation authority which are required to be deducted from employees' wages, including, without limitation, amounts in respect of (i) employment insurance, (ii) Canada Pension Plan, (iii) Quebec Pension Plan, and (iv) income taxes; (c) all goods and services or other applicable sales taxes (collectively, "Sales Taxes") required to be remitted by the Petitioners in connection with the sale of goods and services by the Petitioners, but only where such Sales Taxes are accrued or collected after October 29, 2007, or where such Sales Taxes were accrued or collected prior to October 29, 2007 but

not required to be remitted until on or after October 29, 2007; and (d) any amount payable to the Crown in right of Canada or of any Province thereof or any political subdivision thereof or any other taxation authority in respect of municipal realty, municipal business or other taxes, assessments or levies of any nature or kind which are entitled at law to be paid in priority to claims of secured creditors and which are attributable to or in respect of the carrying on of the Business by the Petitioners which are sustained or incurred by the Director(s) and/or Officer(s) by reason of or in relation to their respective capacities as directors and/or officers of the Petitioners.

A copy of the D&O Claims Procedure Order can be obtained from the Monitor's website at www.pwc.com/car-popetalbot.

Any person who believes that it has a D&O Claim should send a D&O Proof of Claim to the Petitioners c/o PricewaterhouseCoopers Inc., in its capacity as the Court-appointed Monitor of the Petitioners, to be received by 4:00 p.m. (Pacific Time) on ●, 2008 (the "D&O Claims Bar Date").

A separate D&O Proof of Claim must be filed for each of the Petitioners.

D&O CLAIMS WHICH ARE NOT RECEIVED BY THE D&O CLAIMS BAR DATE WILL BE BARRED AND EXTINGUISHED FOREVER.

Creditors who require a D&O Proof of Claim form should contact the Petitioners, c/o PricewaterhouseCoopers Inc., in its capacity as the Court-appointed Monitor of the Petitioners (Attention: Alexander Grant, Telephone: 1-604-806-7050 ext. 4944 and Fax: 1-604-806-7806).

Dated at _____ this _____ day of _____, 2008.