

**IN THE SUPREME COURT OF BRITISH COLUMBIA**

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,  
R.S.C. 1985, c. C-36

AND IN THE MATTER OF THE RECEIVERSHIP OF  
POPE & TALBOT LTD. and others

**NOTICE OF MOTION**

TO: All Parties of Record

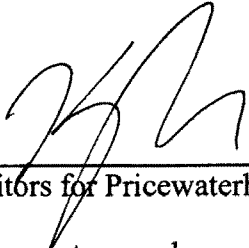
AND TO: Their Solicitors

TAKE NOTICE that an application will be made by PricewaterhouseCoopers Inc. to the Chief Justice in Chambers, at the Courthouse, 800 Smithe Street, Vancouver, B.C., on Tuesday, October 21, 2008 at 10:00 a.m. for an Order approving the sale of certain lands in substantially the form of the draft Order attached hereto as Schedule "A".

At the hearing of the application, the applicant will rely on the following documents:

- (a) Receiver's Tenth Report to Court dated October 20, 2008;
- (b) all pleadings had and taken herein; and
- (c) such further and other material as counsel may advise and this Honourable Court deems admissible.

Dated: October 20, 2008

  
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Solicitors for PricewaterhouseCoopers Inc.

Part of this matter is not expected to be of a contentious nature and we estimate it will take 5 minutes to complete. Chief Justice Brenner is seized of this matter.

The Solicitors for PricewaterhouseCoopers Inc. are Fasken Martineau DuMoulin LLP, whose office address and address for delivery is 2900 - 550 Burrard Street, Vancouver, B.C. V6C 0A3 Telephone: 604 631 3131 Facsimile: 604 631 3232. (Reference: Kibben Jackson /256107.00075)

to Terry Chambers and Julie Chambers (together, the “Chambers”), as joint tenants, pursuant to the Agreement of Purchase and Sale dated September 29, 2008 between the Chambers and the Receiver is hereby approved, and the Receiver is authorized to execute such documents and take any other steps as the Receiver deems necessary in order to complete the sale and transfer of the Fosthall Lands to the Chambers.

2. Upon registration at the Kamloops Land Title Office of a Court certified copy of this Order, together with a letter from Fasken Martineau DuMoulin LLP to the Registrar of Titles at such Land Title Office authorizing the registration of this Order in such Land Title Office and subject to the terms of this Order, all the right, title and interest of the Petitioners and of Ableco Finance LLC (“Ableco”) in and to the Fosthall Lands shall be transferred to and vest in the Chambers, as joint tenants, as registered owners in fee simple without further instrument of transfer or discharge, free and clear of all rights, titles, interest, encumbrances, liens, charges, estates and equities of redemption of the Petitioners and Ableco and their heirs, executors, administrators, successors and assigns and all persons claiming by, through or under them or any of them, but specifically subject to all other registered encumbrances, and this Court declares that it has been proven to the satisfaction of the Court on investigation that the title of the Chambers in and to the Fosthall Lands is a good, safe holding and marketable title and directs the Registrar of the Kamloops Land Title Office to register indefeasible title in favour of the Chambers, as joint tenants, in the Fosthall Lands.

3. Endorsement of this Order by counsel appearing on this application, except counsel for the Receiver is hereby dispensed with.

BY THE COURT

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DISTRICT REGISTRAR

APPROVED AS TO FORM:

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Counsel for PricewaterhouseCoopers Inc.

