

**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

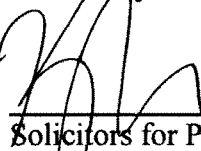
AND TO: Their Solicitors

TAKE NOTICE that an application will be made by PricewaterhouseCoopers Inc. (the "Receiver") to the Chief Justice in Chambers, at the Courthouse, 800 Smithe Street, Vancouver, B.C., on Wednesday, October 29, 2008 at 9:00 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 Supplemental Report to the Eleventh Report to Court dated October 28, 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 28, 2008



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Solicitors for PricewaterhouseCoopers Inc.

This matter is expected to be of a contentious nature and we estimate it will take 10 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)

SCHEDULE "A"

No. S077839  
Vancouver Registry

**IN THE SUPREME COURT OF BRITISH COLUMBIA  
IN BANKRUPTCY AND INSOLVENCY**

**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  
THE PETITIONERS LISTED IN SCHEDULE "A"**

**ORDER**

BEFORE THE HONOURABLE ) WEDNESDAY, THE 29<sup>TH</sup> DAY  
THE CHIEF JUSTICE ) OF OCTOBER, 2008  
)

THE MOTION of PricewaterhouseCoopers Inc. (the "Receiver") coming on for hearing at Vancouver, British Columbia on this day, AND ON HEARING Kibben Jackson, counsel for the Receiver and Monitor, and those counsel listed in Schedule "C", AND UPON READING the material filed.

THIS COURT ORDERS THAT:

Approval of Sale of Arrow Park (Stobo) Lands

1. The sale of those certain lands and premises legally described as:

PID: 012-490-628  
Assigned Parcel 4, District Lot 373, Kootenay District, Plan X13,  
except Parcel 1 (Reference Plan 1103631)

(the "Arrow Park (Stobo) Lands")

to Timothy Paul Reimer (“Reimer”) pursuant to the Agreement of Purchase and Sale dated April 21, 2008 between Reimer and Pope & Talbot Ltd. 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 Arrow Park (Stobo) Lands to Reimer.

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 Arrow Park (Stobo) Lands shall be transferred to and vest in Reimer 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 Reimer in and to the Arrow Park (Stobo) 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 Reimer in the Arrow Park (Stobo) Lands.

#### Approval of Sale of Burton Lands

3. The sale of those certain lands and premises legally described in Schedule “B” hereto (collectively, the “Burton Lands”) to Doug Nicol and Jeff Townsend (together, the “Burton Purchasers”), as joint tenants, pursuant to the Agreement of Purchase and Sale dated January 13, 2008 between Reimer and Pope & Talbot Ltd. 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 Burton Lands to the Burton Purchasers.

4. 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 Burton Lands shall be transferred to and vest in the Burton Purchasers as registered owners in fee simple, as joint tenants, 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 Burton Purchasers in and to the Burton 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 Burton Purchasers, as joint tenants, in the Burton Lands.

5. Subject to further order of this Court, the Receiver shall not register a court certified copy of this Order as contemplated by paragraphs 2 and 4 of this Order unless and until either: (i) the Arrow Park (Stobo) Lands and the Burton Lands are removed from the area of TFL 23; or (ii) the Minister of Forests and Range gives his written consent to the disposition of the Arrow Park (Stobo) Lands and the Burton Lands.

6. 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.

**SCHEDULE "A"**

**ADDITIONAL PETITIONERS**

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"**

PID: 014-045-699  
Block 6, District Lot 6549, Plan 853, Managed Forest 35

PID: 014-018-217  
Lot 1, District Lot 6549, Plan 1605, Managed Forest 35

PID: 014-018-241  
Lot 2, District Lot 6549, Plan 1605, Managed Forest 35

PID: 014-018-268  
Lot 3, District Lot 6549, Plan 1605, Managed Forest 35

PID: 014-018-284  
Lot 4, District Lot 6549, Plan 1605, Managed Forest 35

PID: 014-018-306  
Lot 5, District Lot 6549, Plan 1605, Managed Forest 35

PID: 014-018-322  
Lot 7, District Lot 6549, Plan 1605, Managed Forest 35

PID: 014-018-357  
Lot 8, District Lot 6549, Plan 1605, Managed Forest 35

PID: 014-018-390  
Lot 9, District Lot 6549, Plan 1605, Managed Forest 35

PID: 014-018-403  
Lot 10, District Lot 6549, Plan 1605, Managed Forest 35

PID: 014-018-420  
Lot 11, District Lot 6549, Plan 1605, Managed Forest 35

PID: 014-018-438  
Lot 12, District Lot 6549, Plan 1605, Managed Forest 35

