

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) FRIDAY, THE 21ST DAY
THE CHIEF JUSTICE) OF NOVEMBER, 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 no one else appearing, AND UPON READING the material filed.

THIS COURT ORDERS THAT:

Lot 30

1. 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 those certain lands and premises legally described as:

PID: 014-025-639
Lot 30 District Lots 7893 and 7894 Kootenay District Plan 1194

("Lot 30")

shall be transferred to and vest in International Forest Products Limited (“Interfor”) as registered owner 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 Interfor in and to Lot 30 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 Interfor in Lot 30 as aforesaid.

Eagle Bay Lands

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

PID: 014-045-508

District Lot 860 Kootenay District Except Plan NEP21101

(the “Eagle Bay Lands”)

to Sage Investments Ltd. (BC0765125) (“Sage”) pursuant to the Agreement of Purchase and Sale dated for reference November 14, 2008 between Agawa Resources Ltd., as assigned to Sage, as purchaser, and Pope & Talbot Ltd. by the Receiver, as vendor, 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 Eagle Bay Lands to Sage.

3. 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 in and to the Eagle Bay Lands shall be transferred to and vest in Sage as registered owner 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 Sage in and to the Eagle Bay 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 Sage in the Eagle Bay Lands as aforesaid.

Shelter Bay Lands

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

PID: 014-045-443

Parcel A (Sketch Plan 5961) of District Lot 811

Kootenay District Except Plans NEP22294 and NEP65710

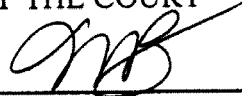
(the "Shelter Bay Lands")

to Shelter Bay Lands Ltd. (BC0828322) ("Shelter Bay") pursuant to the Agreement of Purchase and Sale dated for reference November 17, 2008, between Ilkay Development Corporation, as assigned to Shelter Bay, as purchaser, and Pope & Talbot Ltd. by the Receiver, as vendor (the "Shelter Bay Agreement") is hereby approved, and the Receiver is hereby authorized to enter into the Shelter Bay Agreement and to execute such documents and take any other steps as the Receiver deems necessary in order to complete the sale and transfer of the Shelter Bay Lands to Shelter Bay in accordance with the Shelter Bay Agreement.

5. 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 in and to the Shelter Bay Lands shall be transferred to and vest in Shelter Bay as registered owner 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 Shelter Bay in and to the Shelter Bay 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 Shelter Bay in the Shelter Bay Lands as aforesaid.

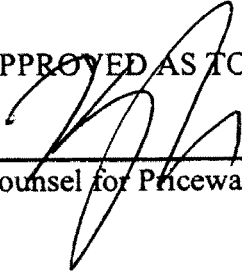
6. Endorsement of this Order by counsel appearing on this application, except counsel for the Receiver is hereby dispensed with.

BY THE COURT



DISTRICT REGISTRAR

APPROVED AS TO FORM:



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