

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)
THE CHIEF JUSTICE) TUESDAY, THE 2ND DAY
) OF DECEMBER 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 those counsel listed in Schedule "B", AND UPON READING the material filed.

THIS COURT DECLARES AND ORDERS THAT:

Lien Claim of K&D Logging Ltd.

1. K&D Logging Ltd. does not have a valid and enforceable lien over any of the assets of any of the Petitioners, whether under the *Woodworker Lien Act*, R.S.B.C. 1996, c. 491 or otherwise.

Lien Claim of Newland Enterprises Ltd.

2. Newland Enterprises Ltd. does not have a valid and enforceable lien over any of the assets of any of the Petitioners, whether under the *Woodworker Lien Act*, R.S.B.C. 1996, c. 491 or otherwise.

Approval of Sale of Mosquito Creek Lands

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

PID: 014-015-595

District Lot 870 Kootenay District except Plan NEP20563

(the "Mosquito Creek Lands") to Cooper Creek Cedar Ltd. ("Cooper Creek"), or its assignee, pursuant to the Agreement of Purchase and Sale dated November 27, 2008 between Cooper Creek 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 Mosquito Creek Lands to Cooper Creek.

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 in and to the Mosquito Creek Lands shall be transferred to and vest in Cooper Creek 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 Cooper Creek in and to the Mosquito Creek 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 Cooper Creek, or its assignee, in the Mosquito Creek Lands.

Discharge of Cherry Ridge Judgment

5. Upon registration at the Kamloops Land Title Office of a Court certified copy of this Order, the judgment registered against those certain lands and premises legally described as:

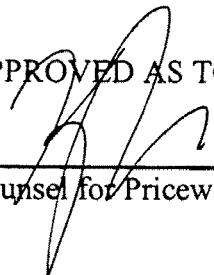
PID: 014-029-332
Lot 23 District Lot 8029 Kootenay District Plan 822

under charge number LB212949 be cancelled.

6. The Receiver and Ableco are each awarded their costs of this application against K&D and Newland, jointly and severally, assessed at Scale B.

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

APPROVED AS TO FORM:




Counsel for PricewaterhouseCoopers Inc.

BY THE COURT



DISTRICT REGISTRAR 


CJSC

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

