



Industry Canada / Industrie Canada
Corporations Canada / Corporations Canada

Changes Regarding Directors

(Sections 106 and 113(1) of the CBCA)

Subsection 113(1) of the *Canada Business Corporations Act* (CBCA) requires a corporation to send Form 6 to Corporations Canada within 15 days of any change involving a director of the corporation.

If the space available at items 3, 4, 5 and 6 is insufficient, please attach information, on a separate piece of paper, to the form.

INSTRUCTIONS

3 At least 25 per cent of the directors of a corporation must be Canadian residents. If a corporation has less than four directors, at least one director must be a Canadian resident (subsection 105(3) of the CBCA).

However, the board of directors of corporations operating in uranium mining, book publishing and distribution, book sale or film and video distribution must be comprised of a majority of Canadian residents (subsection 105(3.1) of the CBCA).

If the number of directors is not the same as the number fixed in, or is not within the maximum and minimum number set out in, the corporation's articles, you must also file Articles of Amendment (Form 4) to effect a change. There is a filing fee of \$200 for Articles of Amendment (paragraph 173(1)(m) and subsection 177(1) of the CBCA).

7 Declaration

This form may be signed by any individual who has the relevant knowledge of the corporation and who is authorized by the directors (subsection 262.1(2) of the CBCA).

For example:

- a director of the corporation;
- an authorized officer of the corporation; or
- an authorized agent.

General

A director named in the notice filed by the corporation is presumed for the purposes of the CBCA to be a director of the corporation.

The information you provide in this document is collected under the authority of the CBCA and will be stored in personal information bank number IC/PPU-049. Personal information that you provide is protected under the provisions of the *Privacy Act*. However, public disclosure pursuant to section 266 of the CBCA is permitted under the *Privacy Act*.

If you require more information, please visit the Forms, Policies, Fees and Legislation section of our Web site at <http://corporationscanada.ic.gc.ca> or contact us at (613) 941-9042 or toll-free at 1 866 333-5556.

File documents online:

Corporations Canada Online Filing Centre:
<http://corporationscanada.ic.gc.ca>

Or send documents by mail:

Director, Corporations Canada
Jean Edmonds Tower South
9th Floor
365 Laurier Ave. West
Ottawa ON K1A 0C8

By Facsimile:
(613) 941-0999

IC 3103 (2004/11)

1 Corporation name
Pope & Talbot Ltd.

2 Corporation number (as it appears on the certificate)
6 1 8 5 1 1 - 8

3 The following person(s) is (are) newly appointed director(s)

| FIRST NAME | LAST NAME | EFFECTIVE DATE | | |
|------------|-----------|----------------|---|---|
| | | Y | M | D |
| | | | | |
| | | | | |
| | | | | |

4 The following person(s) ceased to be director(s)

| FIRST NAME | LAST NAME | EFFECTIVE DATE | | |
|------------|-----------|----------------|-----|-----|
| | | Y | M | D |
| Kenneth | Hanna | 2 0 0 7 | 1 1 | 0 9 |
| R. Neil | Stuart | 2 0 0 7 | 1 1 | 0 9 |
| Harold | Stanton | 2 0 0 7 | 1 1 | 0 9 |
| Lionel | Dodd | 2 0 0 7 | 1 1 | 0 9 |

5 Members of the board of directors (list all board members including newly appointed director(s))

| FIRST NAME | LAST NAME | RESIDENTIAL ADDRESS (must be a street address) | CANADIAN RESIDENT (Yes/No) |
|------------|-----------|--|----------------------------|
| | | | |
| | | | |
| | | | |
| | | | |

6 Change of address of a director

| FIRST NAME | LAST NAME | RESIDENTIAL ADDRESS |
|------------|-----------|---------------------|
| | | |
| | | |

7 Declaration

I hereby certify that I have the relevant knowledge of the corporation, and that I am authorized to sign and submit this form.

R. Neil Stuart
SIGNATURE

R. Neil Stuart (503) 220-3777
TELEPHONE NUMBER

This is Exhibit ^A referred to in the affidavit of Rick Pallen made before me on this 20th day of February 20 09

R. Pallen
A Commissioner for taking Affidavits for British Columbia

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).





► Corporations Canada ► Search for a Federal Corporation

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Corporations Canada



Corporation #6185118 BN

Corporation Name(s): Pope & Taibot Ltd.

Old Name(s) and Change Date(s)

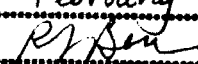
Mailing Address: [Latest address on file]
Care of:
Street: 199 BAY STREET SUITE 5300
City: TORONTO
Province: Ontario
Postal Code: M5L1B9
Country: Canada

Registered Office Address: [Latest address on file]
Care of:
Street: 199 BAY STREET SUITE 5300
City: TORONTO
Province: Ontario
Postal Code: M5L1B9
Country: Canada

Country: Canada
Reg. Off. Eff: 2007/09/12

Status **Date**
 Active 2004/01/22

ACT Name: Canada Business Corporations Act
Incorporation:
Amalgamation:
Continuance:2004/01/22
Anniversary:2004/01/22
Import: Nova Scotia-2004/01/22
Export: -

This is Exhibit "B" referred to in the affidavit of Rick Pallen made before me on this 20th day of February 20⁰⁹

 A Commissioner for taking Affidavits for British Columbia

Proxy:
Prospectus:
Take Over:
Revival:
Intent to Dissolve:
Revocation of Intent:
Update:2007/11/14

[Top](#) [Directors](#) [AR/AS](#) [Financial](#) [Amalg](#) [Subs/Parent](#) [Bottom](#)

Directors

NOTICE TO CLIENTS:

Please note that directors residential addresses are no longer available online. The request for this information can be made in writing directly to Corporations Canada by:

E-mail: corporationscanada@ic.gc.ca

Fax: (613) 941-0601 or 941-5789

Letter: Attn: Head, Information and Certification Unit
9th Floor, Jean Edmonds Tower South
365 Laurier Avenue West
Ottawa, Ontario K1A 0C8

Please provide contact name, e-mail address, business address, telephone number and fax number.

Current: 0

Last Update Date: 2007/11/09

Min: 1

Last Amendment: 2004/01/22

Max: 10

Director(s) name(s):

[Top](#) [Directors](#) [AR/AS](#) [Financial](#) [Amalg](#) [Subs/Parent](#) [Bottom](#)

Annual Return/Annual Summary(AR/AS)

NOTICE TO CLIENTS:

Following the transition period resulting from the November 24, 2001 amendments to the Canada Business Corporations Act, the Act now refers to a minimum of 50 shareholders instead of 15

Distributing: NO
Number of Shareholders: <= 50 non-distrib
Annual Meeting (Last): 2006/06/22
Enforcement Code:
Enforcement Date:
Taxation Year End: 12/31

AR/AS Filed:

Received - with Fee - 2007
Received - with Fee - 2006
Received - with Fee - 2005

[Top](#) [Directors](#) [AR/AS](#) [Financial](#) [Amalg](#) [Subs/Parent](#) [Bottom](#)

Financial

Financial reports are only available for distributing corporations

[Top](#) [Directors](#) [AR/AS](#) [Financial](#) [Amalg](#) [Subs/Parent](#) [Bottom](#)

Amalgamations

No amalgamation information for this corporation.

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[Top](#) [Directors](#) [AR/AS](#) [Financial](#) [Amalg](#) [Subs/Parent](#) [Bottom](#)

Parent/Subsidiary

No parent/subsidiary information for this corporation.

[Top](#) [Directors](#) [AR/AS](#) [Financial](#) [Amalg](#) [Subs/Parent](#) [Bottom](#)

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**UNANIMOUS SHAREHOLDER DECLARATION
OF
POPE & TALBOT LTD.
(the "Corporation")**

RECITALS

- a) Under section 146 of the *Canada Business Corporation Act*, as it may be amended, re enacted or replaced from time to time (the "Act"), a person who is the beneficial owner of all of the issued and outstanding shares of a corporation may make a written declaration that restricts in whole or in part the powers of the directors of the corporation to manage the business and affairs of the corporation. Such a written declaration is deemed to be a unanimous shareholders' agreement under the Act.
- b) Pope & Talbot, Inc. (the "Shareholder") is the registered beneficial owner of all of the issued and outstanding shares of the Corporation.
- c) The Shareholder is making this written declaration to restrict the powers of the directors of the corporation to manage the business and affairs of the corporation and intends that this declaration be a unanimous shareholders' agreement under the Act.

DECLARATION

- 1. During the term of this declaration, the powers of the directors of the Corporation to manage, or supervise the management of, the business and affairs of the Corporation are restricted to the fullest extent permitted by law. All powers of the directors of the Corporation are restricted by this declaration whether they arise from the Act, the articles or the by-laws of the Corporation, or otherwise. Reference to the "directors of the Corporation" in this declaration means the directors of the Corporation from time to time while this declaration is in effect.
- 2. The Shareholder assumes and shall have all the powers to manage, or supervise the management of, the business and affairs of the Corporation during the term of this declaration. The Shareholder shall have such powers whether they arise under the Act or otherwise. For greater certainty, only the Shareholder may elect directors of the Corporation, including filling any vacancies, notwithstanding any contrary provision in the articles or by-laws of the Corporation.
- 3. During the term of this declaration, the Shareholder assumes and shall have all the rights, powers, duties and liabilities of the directors of the Corporation whether they arise under the Act or otherwise. During the term of this declaration the directors of the Corporation are relieved of the rights, powers, duties and liabilities that would otherwise be imposed upon them as directors of the Corporation.
- 4. This declaration shall continue in full force and effect until the Shareholder terminates it by an instrument in writing that is signed by the Shareholder and delivered to the registered office of the Corporation.

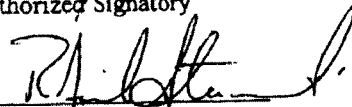
This is Exhibit ^{"C"}..... referred to in the
affidavit of Rick Pallen
made before me on this 20th
day of February 20 09
..... RJ Bender

A Commissioner for taking
Affidavits for British Columbia

IN WITNESS WHEREOF this declaration is executed on November 16, 2007.

POPE & TALBOT, INC.

By: 
Authorized Signatory

By: 
Authorized Signatory