

No. S077839  
Vancouver Registry

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 27<sup>TH</sup> DAY  
THE CHIEF JUSTICE ) OF MARCH 2009

THE MOTION of the Pulp, Paper and Woodworkers of Canada, Local 8 (the "PPWC"), the Communications, Energy and Paperworkers of Canada, Local 1092 (the "CEP") and the United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union, Local 1-423 (the "Steelworkers") (collectively, the "Unions") dated March 19, 2009 (the "Unions' Motion") coming on for hearing at Vancouver, British Columbia on this date, AND ON HEARING Sebastien Anderson and Stephen Rogers, counsel for the PPWC, Don Bobert, counsel for the CEP, and Sandra Banister, counsel for the Steelworkers, and Kibben Jackson and Richard Berrow, counsel for PricewaterhouseCoopers Inc. (the "Receiver"), and those counsel listed in Schedule "B" hereto, AND UPON READING the material filed;

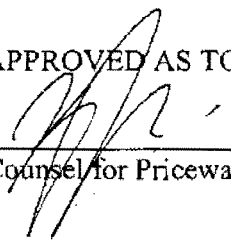
THIS COURT DECLARES AND ORDERS THAT:

1. The application of the Unions for an order directing the Receiver to perform an investigation and deliver a report concerning the identity of the persons having managerial and operational control of Pope & Talbot Ltd. as set forth in the Unions' Motion is hereby dismissed.

2. 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:  
  
\_\_\_\_\_  
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"**  
**LIST OF COUNSEL**

<b>Name</b>	<b>Party</b>
William Kaplan, Q.C. and Peter Rubin	Ableco Finance LLC
John McLean	Certain Former Directors of the Petitioners
Zachary Ansley	Certain Former Directors of the Petitioners
Bonita Lewis-Hand	Nanaimo Forest Products Ltd.
David Hatter	Her Majesty the Queen in Right of the Province of British Columbia
Jane Milton, Q.C.	Morneau Sobeco