

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

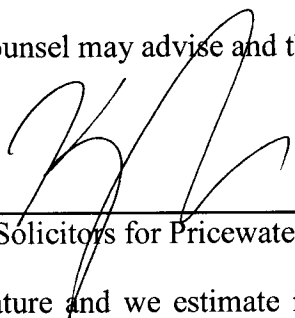
AND TO: Their Solicitors

TAKE NOTICE that an application will be made by PricewaterhouseCoopers Inc. to Mr. Justice Walker in Chambers, at the Courthouse, 800 Smithe Street, Vancouver, B.C., on Wednesday, July 22, 2009 for an order: (i) disallowing all or part of the D&O Claims of certain claimants; and (ii) reducing the amount secured by the Directors' Charge to \$5 million, all 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) Monitor's 15th Report to Court dated May 13, 2009;
- (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: May 14, 2009



Solicitors for PricewaterhouseCoopers Inc.

This matter is expected to be of a contentious nature and we estimate it will take one day to complete.

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 22ND DAY
MR. JUSTICE WALKER) OF JULY 2009

THE MOTION of PricewaterhouseCoopers Inc. (the "Monitor") coming on for hearing at Vancouver, British Columbia on this date, AND ON HEARING Kibben Jackson, counsel for the Receiver, and those counsel listed in Schedule "C" hereto, AND UPON READING the material filed, including the 15th Report of the Monitor dated May 13, 2009;

THIS COURT DECLARES AND ORDERS THAT:

1. The D&O Claims (as defined in the April 22, 2008 Order of this Court) of the claimants enumerated in Schedule "B" hereto are hereby disallowed.
2. The D&O Claim of McDonnell Investment Management LLC and New Generation Advisors, Inc. dated June 30, 2008 is hereby disallowed.
3. All D&O Claims of all employees, and any unions on behalf of their members, for the following categories of claims are hereby disallowed:
 - (a) claims for severance pay or termination pay;

- (b) claims for medical benefits accruing after the date of termination of employment;
- (c) claims relating in any way to pension benefits and/or pension contribution obligations of the Petitioners;
- (d) claims for pension-bridging benefits; and
- (e) claims for unremitted employee withholdings.

4. The amount of the Directors' Charge, as that term is defined in the November 21, 2007 Order of this Court, and which PricewaterhouseCoopers Inc. in its capacity as receiver of the assets and undertakings of the Petitioners shall retain as security for the Petitioners' indemnity obligations to its former directors and officers under that Order, is hereby reduced to \$5 million.

5. 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

SCHEDULE "B"

TRADE CREDITORS

Name of Claimant	Address of Claimant
0742412 B.C. Ltd.	Bag 1950, Mackenzie, B.C. V0J 2C0
"A Taste Above..." Catering	720 NW Division Street, Gresham, OR 97030
B. Kingsley Trucking Ltd.	Box 155, Qualicum Beach, B.C. V9K 1S7
Bayline Enterprises Inc.	1016 Herring Gull Way, Parksville, B.C. V9P 1R2
Canada Scaffold Supply Co. Ltd.	13611 Mitchell Road, Richmond, B.C. V6V 1M7
Diamond Silviculture/Ron Ritco	121 Sagamore Avenue, Grand Forks, B.C. V0H 1H4
Donghwa Sanup Co., Ltd.	16 th Donghwa Bldg., 58-7 Seosomun-Dong, Choong-Ku, Seoul 100-736, Korea
Marcolli Trucking Ltd.	P.O. Box 856, Nakusp, B.C. V0G 1R0
Minitman Inc.	820 E. Colorado Blvd., Spearfish, SD 57783
North Central Machine Works Ltd.	2009 1 st Avenue, Prince George, B.C. V2L 2Z1
Northwest Logging Inc.	P.O. Box 1041 – 3804 Caballo Dr., Spearfish, SD 57783
Omineca Redi-Mix Ltd.	P.O. Box 577, Fort St. James, B.C. V0J 1P0
Projo Leak Sealing Limited	P.O. Box 99, Hixon, B.C. V0K 1S0
Raymer Transport Ltd.	2216 – 6 th Avenue, Castlegar, B.C. V1N 2V9

Woodford Construction Co., Inc.	P.O. Box 6039, Custer, SD 57730
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FORMER DIRECTORS

Gordon Andrews	P.O. Box 1333, Ross, CA 94957
David J. Berram	1515 Redwood Drive, Los Altos, CA 94024
Robert G. Funari	1400 E. Ocean Blvd., Unit 1401, Long Beach, CA 90802
Kenneth G. Hanna	P.O. Box 91667, West Vancouver, B.C. V7V 3P3
Keith Matheney	3107 E. Crestwood Court, Coeur D'Alene, ID 83815

U.S. EMPLOYEES

Name of Claimant	Address of Claimant
Jean Althaus	19391 Orchard Grove Dr. , Oregon City OR, 97045
Rodney Aspen	PO Box 21 , Deadwood SD, 57732
Michael Barnack	PO Box 24336, Eugene OR, 97402
Donald Bass	3059 Crocker Rd., Eugene OR, 97404
Oksana Belaya	13584 SW Lauren Ln, Tigard OR, 97223
Roger Benn	PO Box 139, Halsey OR, 97348

Randy Besaw	2652 Valley Forge Dr., Eugene OR, 97498
Mikel Bidwell	9235 SW Iowa Dr., Tualatin OR, 97062
Leslie Boatsman	10751 SW Clear Street, Tualatin OR, 97062
Todd Boechler	199 Naismith Blvd., Eugene OR, 97404
Beverly Bolton	19027 SW Bonnie Meadow Lane, Aloha OR, 97006
Edward Bourguignon	103 NW 101st St., Vancouver WA, 98685
Susan Burnison	28 Lourie Lane, Spearfish SD, 57783
Gasat Burns	12026 NE Broadway St., Portland OR, 97220
Kevin Burrington	625 Industrial Dr., Spearfish SD, 57783
Terry Dean Chase	1041 North River Drive, Sweet Home OR, 97386
Joseph F Chido	31233 Willoway Dr., Albany OR, 97321
Timothy S. Cleveringa	PO Box 704, Lead SD, 57754
Ivan Cline	37765 River Drive, Lebanon OR, 97355
Jeffery Cooley	905 Monroe St., Harrisburg OR, 97446
Paula Corbridge	2200 NE Gile Terrace, Portland OR, 97212
Greg Davlin	40041 Jasper-Lowell Rd., Lowell OR, 97452
Theresa Dean	1820 16th Ave. SE, Albany OR, 97322

Jonathan Deitz	6150 SW Patton Rd., Portland OR, 97721
Bernadine Doan	15042 NW Applegate Lane, Portland OR, 97229
Richard Dodge	2175 Bobcat Ave. SW, Albany OR, 97321
Janina Federkiewicz	1420 Hill St., Spearfish SD, 57783
Edward Fisher	PO Box 147, Crawfordsville OR, 97336
William Grimes	32850 Miller Dr., Harrisburg OR, 97446
Wayne Gunderson	397 W. Anchor Ave., Eugene OR, 97404
David Hansen	2269 SE Thrush Ave, Hillsboro OR, 97123
Leon Harlson	3437 NE Dian Ave, Albany OR, 97322
Dale Hayford	1025 8th St., Spearfish SD, 57783
Kandy Hibbs-Davis	14135 NW Cornelius Pass Rd., Portland OR, 97231
Kevin Hoppes	17865 NW Emmaus Ln, Portland OR, 97231
Paul Allen Horton	1074 Rio Glen Dr., Eugene OR, 97401
Nancy Howe	7011 SE Reedway St., Portland OR, 97206-5381
James Hoxie	606 Englewood Court, Spearfish SD, 57783
David Hughes	25288 Gap Rd., Brownsville OR, 97327
Janice Jones	525 Ironwood Terrace, Woodburn OR, 97071

Shirley Jones	1386 NW Twins Ln., Albany OR, 97321
Branda Jurasek	14905 NW Gillihan Road, Portland OR, 97231
Carlos Lamadrid	8149 Las Palmas Way, Naples FL, 34109
Lyle Landreth	36642 Parsons Creek Rd., Springfield OR, 97478
Michael Louk	3868 Willamette Ave. SE, Albany OR, 97322
Mark Macedo	37530 Robinson Dr., Scio OR, 97374
Sharon Maillet	33719 Viewcrest Dr. NE, Albany OR, 97322
Gail Manning	30549 Ridge Street, Lebanon OR, 97355
Michael Martin	41687 Northside Drive, Sweet Home OR, 97386
Patricia Martinez	PO Box 294, Sweet Home OR, 97386-0294
Kevin McCrary	2220 NW Cluster Oak Avenue, Albany OR , 97321
Ronald McEachern	2819 S Columbus, Albany OR, 97321
Linda McGuire	3357 Lakegrove Ave., Lake Oswego OR, 97035
Jeanne McKibben	33898 Mt. Tom Dr., Harrisburg OR, 97446
Susan Michaelson	0121 SW Seymour St., Portland OR, 97239
Jeffery Mills	2707 Mount Mountain Dr., Eugene OR, 97403
Susan Molnar	20589 S. Noble Lane, West Linn OR, 97068

Mikell Morrison	2223 SE 186th , Portland OR, 97233
Bobby Murphy	946 NW Circle Blvd. #146, Corvallis OR, 97330
Harry Myers	PO Box 208, Monroe OR, 97456-0208
Gregory Naydiuk	883 NE 29th Court, Gresham OR, 97030
Dennis Nelson	18920 SW Mobile Ln., Aloha OR, 97006
Michael Noyes	8338 North Blucksberg Mt. Rd., Sturgis SD, 57785
Linda Papkoff	25945 Ridgeview Dr., Hillsboro OR, 97123-8735
Alan Parsons	395 Park Lane, Harrisburg OR, 97446
Jeffery Peaslee	34401 Riverside Dr., Albany OR, 97321
Vernon Peterson	3115 16th Ave. SE, Albany OR, 97322
Robert Pettit	826 SW 10, Coruallis OR, 97333
Loretta Pitt	5040 Briarwood Cr. N., Keizer OR, 97303
C. Valdean Prater	945 La Salle St., Harrisburg OR, 97446
Patrick Rank	PO BOX 275, Halsey OR, 97348
James Rarick	935 Country Club Dr., Spearfish SD, 57783
Jennifer Roberts	720 8th St., Spearfish SD, 57783
Roman Roberts	720 8th St., Spearfish SD, 57783

Kirk Rogers	PO Box 838, Brownsville OR, 97327
David Royer	660 43rd Ave, Sweet Home OR, 97386
Frank Schamp	4215 Cabrillo Place, Albany OR, 97322
Daniel Scheafer	34164 Sunset Dr. NE, Albany OR, 97322
Randall Schoononver	25370 Crescent Hill Rd., Sweet Home OR, 97386
Elizabeth Scott	1093 Applegate Pl., Harrisburg OR, 97446
John Shepherd	12030 SE Eastbourne W., Happy Valley OR, 97086
Robert Shoshtari	5446 Mallard St. SE, Salem OR, 97306
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Ian Underhill	4227 SW 44th Ave, Portland OR, 97221
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Judith Welsh	#503 - 2020 SW Salmm, Portland OR, 97205
Robert Woodard	41961 Northside Dr., Sweet Home OR, 97386
Ross Wootan	2903 Oak St. SE, Albany OR, 97322
Kelly Wyllie	6910 SW 168th Pl., Beaverton OR, 97007
Shelley Wynter	6115 SE Center St., Portland OR, 97206
Mark Zaugra	2205 NE 45th Ave, Portland OR, 97213
Steven Zubrod	2040 Meadow Lane, Spearfish SD, 57783

SCHEDULE "C"
LIST OF COUNSEL

Name		Party
[REDACTED]		[REDACTED]