

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

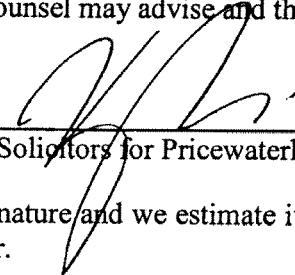
AND TO: Their Solicitors

TAKE NOTICE that an application will be made by PricewaterhouseCoopers Inc. (the "Receiver") to the Chief Justice in Chambers, at the Courthouse, 800 Smithe Street, Vancouver, B.C., on Monday, August 10, 2009 at 9:00 a.m. for an Order further amending the September 29, 2008 Order of this Court 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) Affidavit of Christopher Stocco sworn August 6, 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: August 6, 2009


Solicitors for PricewaterhouseCoopers Inc.

This matter is not expected to be of a contentious nature and we estimate it will take 10 minutes to complete. Justice Walker is seized of this matter.

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)

Christopher Stocco #3
August 6, 2009

No. S077839
Vancouver Registry

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

AFFIDAVIT

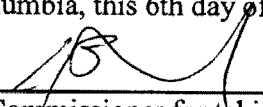
I, Christopher Stocco, of Suite 400 – 200 Granville Street, Vancouver, in the Province of British Columbia, MAKE OATH AND SAY AS FOLLOWS:

1. I am a Vice President, Advisory Services, of PricewaterhouseCoopers Inc. (the "Receiver"), and as such have personal knowledge of the facts hereinafter deposed to except where stated to be on information and belief, in which case I verily believe them to be true.
2. By Order made December 2, 2008 (the "Amending Order"), the Court amended its previous Order made September 29, 2008 (the "Original Order") and thereby:
 - (a) approved the sale of certain lands enumerated in Schedules "C" and "E" to the Amending Order (the "Mennonite Flats Lands") to Len Logging Ltd. ("Len Logging") pursuant to the Agreement of Purchase and Sale dated September 9, 2009 between Len Logging and the Receiver (the "Agreement");
 - (b) ordered that title to those of the Mennonite Flats Lands described in Schedule "C" to the Amending Order be vested in 0835987 BC Ltd. ("987"), as assignee of Len Logging; and
 - (c) ordered that title to those of the Mennonite Flats Lands described in Schedule "E" to the Amending Order be vested in 0835990 BC Ltd. ("990"), as assignee of Len Logging.

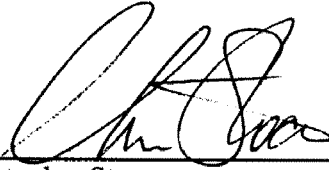
3. In or around late July 2009, the Receiver learned that the assignments by Len Logging to 987 and 990, would not be proceeding, and that Len Logging had assigned its interests in and to the Mennonite Flats Lands to Affirm Real Estate Services Ltd. ("Affirm").

4. Len Logging has requested that the Receiver obtain an Order further amending the Original Order so as to reflect the assignment of Len Logging's interest in the Mennonite Flats Lands and vest the Mennonite Flats Lands in Affirm, and the Receiver has agreed to do so.

SWORN BEFORE ME at the City of
Vancouver, in the Province of British
Columbia, this 6th day of August 2009.



A Commissioner for taking Affidavits for
British Columbia



Christopher Stocco

ALLY BHARMAL
Barrister & Solicitor
Fasken Martineau DuMoulin LLP
2900 - 550 Burrard Street
Vancouver, BC V6C 0A3
604 631 4987

No. S077839
Vancouver Registry

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

AFFIDAVIT

FASKEN MARTINEAU DUMOULIN LLP

Barristers & Solicitors
2900 - 550 Burrard Street
Vancouver, B.C., V6C 0A3
604 631 3131

Counsel: Vicki Tickle
Matter No: 256107.75.18002

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 MR.) MONDAY, THE 10TH DAY
JUSTICE WALKER) OF AUGUST 2009
)

THE MOTION of PricewaterhouseCoopers Inc. (the "Receiver") coming on for hearing at Vancouver, British Columbia on this day, AND ON HEARING _____, counsel for the Receiver, and those counsel listed in Schedule "B", AND UPON READING the material filed.

THIS COURT DECLARES AND ORDERS THAT:

1. The September 29, 2008 Order of this Court (as amended by the December 2, 2008 Order of this Court) (the "Amended Order") is hereby further amended such that Schedules "C" and "E" of the Amended Order are deleted and replaced by Schedule "C" attached hereto, paragraph 7 of Amended Order is deleted in its entirety, and paragraphs 5 and 6 of the Amended Order are deleted and replaced by the following paragraphs:

“5. The sale of those certain lands and premises legally described in Schedule “C” hereto (collectively, the “Mennonite Flats Lands”) to Len Logging Ltd. (“Len Logging”) pursuant to the Agreement of Purchase and Sale dated September 9, 2008 between Len Logging 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 Mennonite Flats Lands to Len Logging.

6. 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 Mennonite Flats Lands shall be transferred to and vest in Affirm Real Estate Services Ltd. (“Affirm”), as assignee of the interests of Len Logging in the Mennonite Flats Lands, as registered owner in fee simple without further instrument of transfer or discharge, free and clear of all rights, titles, interests, 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 Affirm in and to the Mennonite Flats 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 Affirm in the Mennonite Flats Lands.”

2. 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 "C"

LEGAL DESCRIPTIONS OF MENNONITE FLATS LANDS

- PID: 014-025-191
Lot 17 District Lots 7893 and 7894 Kootenay District Plan 1194
- PID: 014-025-221
Lot 18 District Lots 7893 and 7894 Kootenay District Plan 1194
- PID: 014-025-256
Lot 20 District Lots 7893 and 7894 Kootenay District Plan 1194
- PID: 014-025-299
Lot 21 District Lots 7893 and 7894 Kootenay District Plan 1194
- PID: 014-025-311
Lot 22 District Lots 7893 and 7894 Kootenay District Plan 1194
- PID: 014-025-361
Lot 23 District Lots 7893 and 7894 Kootenay District Plan 1194
- PID: 014-025-396
Lot 24 District Lots 7893 and 7894 Kootenay District Plan 1194
- PID: 014-025-434
Lot 25 District Lots 7893 and 7894 Kootenay District Plan 1194
- PID: 014-025-451
Lot 26 District Lots 7893 and 7894 Kootenay District Plan 1194
- PID: 014-025-477
Lot 27 District Lots 7893 and 7894 Kootenay District Plan 1194
- PID: 014-025-515
Lot 28 District Lots 7893 and 7894 Kootenay District Plan 1194
- PID: 014-025-588
Lot 29 District Lots 7893 and 7894 Kootenay District Plan 1194
- PID: 014-025-663
Lot 31 District Lots 7893 and 7894 Kootenay District Plan 1194
- PID: 014-025-680
Lot 32 District Lot 7893 Kootenay District Plan 1194 Except Plan NEP22023

PID: 014-025-701

Lot 33 District Lots 7893 and 7894 Kootenay District Plan 1194

PID: 014-025-728

Lot 34 District Lot 7893 Kootenay District Plan 1194 Except Plan NEP22023

PID: 014-025-752

Lot 35 District Lots 7893 and 7894 Kootenay District Plan 1194

PID: 014-025-779

Lot 36 District Lot 7893 Kootenay District Plan 1194 Except Plan NEP22023

PID: 014-025-787

Lot 37 District Lots 7893 and 7894 Kootenay District Plan 1194

PID: 014-025-795

Lot 40 District Lot 7893 Kootenay District Plan 1194 Except Plan NEP22023

PID: 014-025-809

Lot 42 District Lot 7893 Kootenay District Plan 1194 Except Plan NEP22023

PID: 014-025-817

Lot 43 District Lot 7893 Kootenay District Plan 1194 Except Plan NEP22023

PID: 014-025-825

Lot 44 District Lot 7893 Kootenay District Plan 1194 Except Plan NEP22023

PID: 014-025-984

Lot 49 District Lots 7893 and 7894 Kootenay District Plan 1194 Except Plan NEP22214

PID: 014-025-841

Lot 50 District Lots 7893 and 7894 Kootenay District Plan 1194 Except Plan NEP22214

PID: 014-025-868

Lot 77 District Lots 7893 and 7894 Kootenay District Plan 1194 Except Plan NEP22214

PID: 014-025-892

Lot 83 District Lots 7893 and 7894 Kootenay District Plan 1194

PID: 014-025-914

Lot 85 District Lots 7893 and 7894 Kootenay District Plan 1194

PID: 014-025-949

Lot 86 District Lots 7893 and 7894 Kootenay District Plan 1194

No. S077839
Vancouver Registry

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. et al

ORDER

FASKEN MARTINEAU DuMOULIN LLP
Barristers & Solicitors
2900 - 550 Burrard Street
Vancouver, B.C., V6C 0A3
604 631 3131

Counsel: Vicki Tickle
Matter No: 256107.00075