

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. JUSTICE WALKER

) THURSDAY, THE 15<sup>TH</sup> DAY  
) OF OCTOBER, 2009

THE MOTION of PricewaterhouseCoopers Inc. (the "Monitor") dated May 14, 2009 coming on for hearing at Vancouver, British Columbia on this date, AND ON HEARING Kibben Jackson and Richard Berrow, counsel for the Monitor, and those counsel and other persons listed in Schedule "B" hereto, AND UPON READING the material filed, including the 15<sup>th</sup> Report of the Monitor dated May 13, 2009;

THIS COURT DECLARES AND ORDERS THAT:

1. The D&O Claims of all former salaried employees of any of the Petitioners relating to pension benefits and/or pension contribution obligations of the Petitioners (collectively, the "Pension-Related D&O Claims") are hereby disallowed and forever barred and extinguished.
2. The Monitor is hereby entitled to make the following payments from the funds secured under the D&O Charge (as that term is defined in the November 21, 2007 Amended and Restated Initial Order of this Court):

- (a) \$100,000 to Taylor Sourisseau Tatchell, on behalf of and in trust for certain persons advancing Pension-Related D&O Claims;
- (b) \$100,000 to Branch MacMaster, on behalf of and in trust for certain persons advancing Pension-Related D&O Claims;
- (c) \$1,000 to David McLaren; and
- (d) \$1,000 to James Graham,

in relation to the settlement of those persons' Pension-Related D&O Claims.

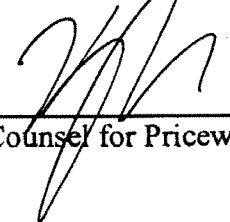
3. PricewaterhouseCoopers Inc. in its capacity as receiver of the assets and undertakings of the Petitioners is hereby subrogated to the claims of the directors and officers against the Petitioners' directors and officers and fiduciary liability insurers for indemnity with respect to the settlement, provided such indemnity is limited to the sum of \$202,000 and without prejudice to any claim of the Petitioners themselves against the same and to any defences any such insurers may have to such claim for indemnity.

4. Endorsement of this Order by counsel and other persons appearing on this application, except counsel for the Monitor, 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"**  
**LIST OF COUNSEL**

<b>Name</b>	<b>Party</b>
Peter Rubin	Ableco Finance LLC
Zachary Ansley	Certain Former Directions of the Petitioners
John McLean	Certain Former Directions of the Petitioners
Georges Sourisseau	Certain Pension Claimants
Susan Precious	Certain Pension Claimants
Don Bobert	CEP, Local 1092
William Faminoff	Self Represented