

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.

)

WEDNESDAY, THE 6TH

JUSTICE C. CAMPBELL

)

DAY OF FEBRUARY, 2013

)

B E T W E E N:

**INTERNATIONAL FOREST PRODUCTS LLC (formerly known as
INTERNATIONAL FOREST PRODUCTS CORPORATION)**

Applicant

- and -

ST. MARYS PAPER CORP.

Respondent



ORDER

(Expansion of Appointment Order to OWVL and Approval of Settlement Agreement)

THIS MOTION AND SUPPLEMENTARY MOTION, made by Ernst & Young Inc., in its capacity as the Court-appointed receiver (the “**Receiver**”) of the undertaking, property and assets of each of St. Marys Paper Corp. (“**St. Marys**”) and SMP Resources Inc. (“**SMPR**”), for an order: (a) if necessary, abridging the time for, and validating service of, the Receiver’s notice of motion and supplementary notice of motion and the materials filed in support of such motions and dispensing with further service thereof such that such motions are properly returnable on February 6, 2013; (b) approving the Fifth Report of the Receiver dated February 4, 2013 (the “**Fifth Report**”), along with the conduct and activities of the Receiver as described therein; (c)

expanding the terms of the Receiver's appointment to include Ontario Wilderness Vacations Limited ("**OWVL**") as "Debtor" and (d) approving and authorizing the terms of the Settlement Agreement by and between the Receiver, Robert Dale ("**Dale**"), Air-Dale Flying Service Ltd, International Forest Products LLC, OWVL and Great Northern Freight Forwarding Limited dated January 31, 2013 as redacted and appended to the Fifth Report at Appendix "A" (the "**Settlement Agreement**"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Receiver's Notice of Motion dated October 22, 2012 (the "**Notice of Motion**"), the Receiver's Supplementary Notice of Motion dated February 4, 2013 (the "**Supplementary Notice of Motion**"), the Fourth Report of the Receiver dated October 22, 2012 (the "**Fourth Report**"), the Fifth Report, and on hearing the submissions of counsel for the Receiver, counsel for International Forest Products LLC, counsel for Dale, and counsel for  _____, no one else appearing although served as evidenced by the affidavit of Deborah Ferguson sworn October 22, 2012 and the affidavit of Mary Allison sworn February 4, 2013, filed.

Service

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion, the Supplementary Notice of Motion, the Motion Record dated October 22, 2012, the Supplementary Motion Record dated February 4, 2013, the Fourth Report and the Fifth Report, be and is hereby abridged and that the motion and the supplementary motion are properly returnable today and further that the requirement for service of such court materials, upon interested parties, other than those served, is hereby dispensed with and that the service of such court materials, as effected by the Receiver, is hereby validated in all respects.

Approval of the Fifth Report

2. **THIS COURT ORDERS** that the Fifth Report, along with the conduct and activities of the Receiver as set out therein, be and are hereby approved.

Expansion of the Appointment Order

3. **THIS COURT ORDERS** that the Order of the Honourable Mr. Justice C. Campbell dated December 29, 2011 (the “**Appointment Order**”) be and is hereby amended to add OWVL within the meaning of “Debtor” for all purposes of the Appointment Order.

4. **THIS COURT ORDERS** that the Receiver’s appointment as receiver and receiver and manager of OWVL pursuant to paragraph 3 hereof will take effect and commence as at the date of this Order.

5. **THIS COURT ORDERS** that, for greater certainty and without limiting the generality of paragraph 3 hereof, the provisions of paragraphs 7 through 11 (inclusive) of the Appointment Order apply to OWVL as “Debtor” with effect as at the date of this Order.

6. **THIS COURT ORDERS** that the Receiver shall not be obligated to take physical possession or control of the Property of OWVL and shall not manage, operate or carry on the business of OWVL.

Approval of Settlement Agreement

7. **THIS COURT ORDERS** that the Settlement Agreement be and is hereby approved and that the Receiver’s appointment as receiver and receiver and manager of OWVL pursuant to paragraph 3 hereof shall be subject to the terms of the Settlement Agreement.

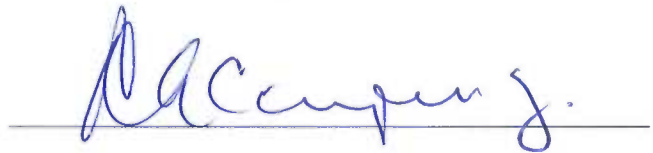
8. **THIS COURT ORDERS** that the parties to the Settlement Agreement be and are hereby authorized and directed to carry out its terms including, without limitation, that:

- a) Dale be and is hereby authorized, as broker and agent for OWVL, to sell the Assets (as such term is defined in the Settlement Agreement) in accordance with and subject to the terms of the Settlement Agreement without further order of this Court; and
- b) the Receiver be and is hereby authorized and directed to hold and distribute any Escrow Funds (as such term is defined in the Settlement Agreement) in accordance with and subject to the terms of the Settlement Agreement without further order of this Court.

9. **THIS COURT ORDERS** that the Receiver may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

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ON / BOOK NO:
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FEB 06 2013



**INTERNATIONAL FOREST PRODUCTS LLC (formerly
known as INTERNATIONAL FOREST PRODUCTS
CORPORATION)**

Applicant

-and-

ST. MARYS PAPER CORP.

Respondent

Court File No CV-11-9367-00CL.

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**PROCEEDING COMMENCED AT
TORONTO**

**ORDER
(OWVL Expansion of Appointment Order)**

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Lawyers for Ernst & Young Inc., in its capacity as
Receiver