

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

IN THE MATTER OF THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS
AMENDED

AND IN THE MATTER OF THE *BANKRUPTCY AND
INSOLVENCY ACT*, R.S.C. 1985, c. B-3, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE
OR ARRANGEMENT OF SMURFIT-STONE
CONTAINER CANADA INC. AND THE OTHER
APPLICANTS LISTED ON SCHEDULE "A"

Applicants

**MOTION RECORD
(Returnable November 6, 2009)**

November 3, 2009

STIKEMAN ELLIOTT LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, Canada M5L 1B9

Sean F. Dunphy LSUC#: 24941J
Tel: (416) 869-5662

Alexander Rose LSUC#: 49415P
Tel: (416) 869-5261
Fax: (416) 947-0866

Lawyers for the Applicants

TO: THE ATTACHED SERVICE LIST

**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, C. c-36, AS AMENDED
AND IN THE MATTER OF THE BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985, c. B-3, AS AMENDED AND IN
THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF SMURFIT-STONE CONTAINER CANADA
INC. AND THE OTHER APPLICANTS LISTED ON SCHEDULE "A"**

**SERVICE LIST
Last updated on October 6, 2009**

<i>Lawyers</i>	<i>Telephone</i>	<i>Fax</i>	<i>Lawyers For</i>
ANDRIESSEN & ASSOCIATES, P.C. 701 Evans Ave, Suite 900, Toronto Ontario, M9C 1A3 PAUL H. VOORN E-mail: pvoorn@andriessen.ca	416.620.7020 Ext. 23	416.620.1398	Master Lift Truck Service
ANDRITZ (USA) INC. 1115 Northmeadow Parkway Roswell, Georgia 30076 DEBORAH B. ZINK (Senior Counsel) E-mail: Deborah.Zink@andritz.com	770.640.2591	770.640.2598	Andritz Ltd. (Brampton)
AURELIUS CAPITAL MANAGEMENT, LP DAN GROPPER E-mail: dgropper@aurelius-capital.com GABRIELLA SKIRNICK E-Mail: GSkirnick@aurelius-capital.com			Aurelius Capital Management, LP
BEARD WINTER LLP Barristers and Solicitors 130 Adelaide St. West Suite 701 Toronto, Ontario M5H 2K4 ROBERT C. HARASON E-mail: rharason@beardwinter.com	416.593.5555 416.306.1707	416.593.7760	Modern Railings & Metalcraft Ltd.

<i>Lawyers</i>	<i>Telephone</i>	<i>Fax</i>	<i>Lawyers For</i>
BENNETT JONES LLP 3400 One First Canadian Place P.O. Box 130 Toronto, Ontario M5X 1A4 KEVIN J. ZYCH E-mail: zychk@bennettjones.com S. RICHARD ORZY E-mail: orzyl@bennettjones.com DEREK FRUEH E-mail: fruehd@bennettjones.com RAJ SAHNI E-mail: sahnir@bennettjones.com GAVIN H. FINLAYSON E-mail: finlaysong@bennettjones.com	 416.777.5738 416.777.5737 416.777.6237 416.777.4804 416.777.5762	416.863.1716	Canadian Counsel for the Official Committee of Unsecured Creditors of Smurfit-Stone Container Corporation, <i>et al</i>
BLAKE, CASSELS & GRAYDON LLP Box 25, Commerce Court West 199 Bay Street, Suite 2800, Toronto ON M5L 1A9 Canada SUSAN M. GRUNDY E-mail: susan.grundy@blakes.com LINC ROGERS E-mail: linc.rogers@blakes.com	416.863.2400 416.863.2572 416.863.4168	416.863.2653	JPMorgan Chase Bank, N.A., Toronto Branch and DIP Facility Lender (Canada)
BRYAN CAVE LLP 211 N. Broadway, Suite 3600 St. Louis, MO 63102 GREG WILLARD E-mail: gdwillard@bryancave.com HAL BURROUGHS E-mail: hburroughs@bryancave.com BART WALL E-mail: bdwall@bryancave.com KAREN FRIES E-mail: kwfries@bryancave.com JAMES BUELL E-mail: jgbuell@bryancave.com	314.259.2000 314.259.2370 314.259.2706 314.259.2765 314.259.2635 314.259.2373	314.259.2020	DIP Facility Lender (US)

<i>Lawyers</i>	<i>Telephone</i>	<i>Fax</i>	<i>Lawyers For</i>
CALEYWRAY LABOUR/EMPLOYMENT LAWYERS 1600-65 Queen Street West Toronto, ON, M5H 2M5 HAROLD F. CALEY E-mail: caleyh@caleywrap.com JESSE B. KUGLER Email: kuglerj@caleywrap.com	 416.775.4672 416).775.4677	416.366.3293	Communications, Energy and Paperworkers Union of Canada (CEP)
CASSELS BROCK & BLACKWELL LLP 2100 Scotia Plaza, 40 King Street West Toronto, Ontario, M5H 3C2 JOHN N. BIRCH E-mail: jbirch@casselsbrock.com	 416.860.5225	 416.640.3057	Chemtrade Logistics Inc.
COLUMBUS HILL CAPITAL MANAGEMENT, L.P. 830 Morris Turnpike 2nd FL Short Hills, NJ 07078 DAVID W. AMBROSIA E-mail: david.ambrosia@columbushill.com	973.921.3425	973.921.3455	Noteholders of Stone Container Finance Company of Canada II
DELOITTE & TOUCHE INC. 181 Bay Street Brookfield Place, Suite 1400 Toronto, Ontario M5J 2V1 PAUL CASEY E-mail: paucasey@deloitte.ca CATHERINE HRISTOW E-mail: christow@deloitte.ca	416.601.5999 1-866-859-6954 416.775.7172 416.775.8831	416.601.6690	Monitor
FLUXGOLD IZSAK JAEGER LLP 100 York Blvd., Suite 220 Richmond Hill, ON L4B 1J8 BRUCE R. JAEGER E-mail: bjaeager@fijlaw.com	905.763.3770 Ext. 212	905.763.3772	Torbram Electric Supply Corporation
FTI CONSULTING Suite 2733, TD Canada Trust Tower 161 Bay Street Toronto, ON, M5J 2S1 NIGEL D. MEAKIN E-mail: nigel.meakin@fticonsulting.com	 416.572.2285	 416.572.2201	Financial advisor to the unsecured creditors' committee

<i>Lawyers</i>	<i>Telephone</i>	<i>Fax</i>	<i>Lawyers For</i>
GOODMANS LLP 250 Yonge Street Suite 2400 Toronto, Ontario M5B 2M6 ROB CHADWICK E-mail: rchadwick@goodmans.ca CHRIS ARMSTRONG E-mail: camstrong@goodmans.ca	416.979.2211 416.597.4285 416.849.6013	416.979.1234	Deloitte & Touche Inc.
GOWLING LAFLEUR HENDERSON LLP 1 Place Ville Marie 37th floor Montréal, QC H3B 3P4 LOUISE LALONDE E-mail: louise.lalonde@gowlings.com	514.878.9641 514.392.9557	514.878.1450	Industries Wajax
HARRISON PENZA LLP 450 Talbot Street P.O. Box 3237 London, ON N6A 4K3 MICHAEL CASSONE E-mail: mcassone@harrisonpensa.com	519.679.9660 519.661.6765	519.667.3362	
KOSKIE MINSKY LLP 20 Queen Street West, Suite 900 Toronto, Ontario M5H 3R3 ANDREW J. HATNAY E-mail: ahatnay@kmlaw.ca ANDREA MCKINNON E-mail: amckinnon@kmlaw.ca	416.977.8353 416.595.2083	416.977.3316 416.204.2872	Smurfit-Stone SERP Retirees Protection Committee
KRAMER LEVIN NAFTALIS & FRANKEL LLP 1177 Avenue of the Americas New York, NY 10036 U.S.A. ROBERT T. SCHMIDT E-mail: rschmidt@kramerlevin.com DOUGLAS MANNAL E-mail: dmannal@kramerlevin.com JENNIFER SHARRET E-mail: jsharret@kramerlevin.com JASON RAPPAPORT E-mail: jrappaport@kramerlevin.com	 212.715.9527 212.715.9313 212.715.9516 212.715.9364	212.715.8000	U.S. Counsel for the Official Committee of Unsecured Creditors of Smurfit-Stone Container Corporation, <i>et al</i>

<i>Lawyers</i>	<i>Telephone</i>	<i>Fax</i>	<i>Lawyers For</i>
LOOPSTRA NIXON LLP Woodbine place, 135 Queens Plate Drive, Suite 600 Toronto, ON M9W 6V7 MICHAEL B. MCWILLIAMS E-mail: mmcwilliams@loonix.com	416.748.4766	416.746.8319	Preferred Polymer Coatings Ltd.
MACLEOD DIXON LLP Canadian Pacific Tower The Toronto-Dominion Centre 100 Wellington Street West, Suite 500 Toronto, ON M5K 1H1 ROBERT FRANK E-mail: robert.frank@macleoddixon.com	416.202.6741	416.360.8277	Shell Energy North America (Canada), Inc.
MARTIN SHEPPARD FRASER LLP Downtown Professional Building 4701 St. Clair Avenue, 2nd Floor P.O. Box 900, Niagara Falls ON L2E 6v7 GARY H. ENSKAT E-mail: enskat@martinshep.com	905.354.1611	905.354.5540	Pacific Northern Rail Contractors Inc.
MCCARTHY TÉTRAULT LLP Suite 5300, Toronto Dominion Bank Tower Toronto ON M5K 1E6 KEVIN MCELCHERAN E-mail: kmcelcheran@mccarthy.ca MALCOLM M. MERCER E-mail: mmercer@mccarthy.ca HEATHER L. MEREDITH E-mail: hmeredith@mccarthy.ca	416.601.7539 416.763.0832 416.601.7856	416.868.0673	Aurelius Capital Management, LP and Columbus Hill Capital Management, L.P.
MINISTRY OF THE ATTORNEY GENERAL LEGAL SERVICES BRANCH FINANCIAL SERVICES COMMISSION OF ONTARIO 17th Floor - Box 85 5160 Yonge Street Toronto ON M2N 6L9 MARK BAILEY E-mail: mbailey@fscs.gov.on.ca	416.590.7555	416.590.7070	Superintendent of Financial Services

<i>Lawyers</i>	<i>Telephone</i>	<i>Fax</i>	<i>Lawyers For</i>
ONTARIO MINISTRY OF REVENUE 6-33 King St W Oshawa, ON L1H 8H5 CHANTALE BOURRE E-mail: chantale.bourre@ontario.ca	1.866.668.8297 Ext. 18515	905.436.4524	Province of Ontario
PRICEWATERHOUSECOOPERS INC. 77 King Street West, Toronto, ON, M5K 1G8 JOHN MCKENNA E-mail: john.p.mckenna@ca.pwc.com	416.941.8314	416.814.3210	Advisor to the Applicants and Partnerships
SEPB QUEBEC 1200, avenue Papineau Bureau 250 Montréal, Québec H2K 4R5 PIERRE GINGRAS E-mail: pgingras@sepb.qc.ca	514.522.6511	514.522.9000	SEPB Quebec
SIDLEY AUSTIN LLP One South Dearborn Street Chicago, IL 60603 JAMES F. CONLAN E-mail: jconlan@sidley.com MATTHEW A. CLEMENTE E-mail: mclemente@sidley.com DENNIS M. TWOMEY E-mail: dtwomey@sidley.com BOJAN GUZINA E-mail: bguzina@sidley.com	312.853.7000 312.853.6890 312.853.7539 312.853.7438 312.853.7323	312.853.7036	Smurfit-Stone Container Corporation (US counsel)
SIMPSON THACHER & BARTLETT LLP 425 Lexington Avenue New York, NY 10017-3954 USA STEFANIE BIRKMANN E-mail: sbirkmann@stblaw.com PETER V. PANTALEO E-mail: ppantaleo@stblaw.com	212.455.2000 212.455.2694 212.455.2220	212.455.2502	Pre-petition lenders (US counsel)

<i>Lawyers</i>	<i>Telephone</i>	<i>Fax</i>	<i>Lawyers For</i>
STIKEMAN ELLIOT LLP 5300 Commerce Court West 199 Bay Street Toronto, ON M5L 1B9 SEAN DUNPHY E-mail: sdunphy@stikeman.com ALEXANDER ROSE E-mail: arose@stikeman.com	416.869.5500 416.869.5662 416.869.5261	416.947.0866	Smurfit-Stone Container Canada Inc.
SUPERINTENDENT OF FINANCIAL SERVICES FINANCIAL SERVICES COMMISSION OF ONTARIO PENSION PLANS BRANCH 5160 Yonge Street, 4th Floor P.O. Box 85 North York, ON M2N 6L9 ANNA VANI E-mail: Anna.Vani@fscsco.gov.on.ca	416.226.7793	416.226.7777	Superintendent of Financial Services
THORNTONGROUTFINNIGAN LLP Suite 3200, Canadian Pacific Tower 100 Wellington Street West Toronto, Canada, M5K 1K7 JOHN T. PORTER E-mail: jporter@tgf.ca KIM G. FERREIRA E-mail: kferreira@tgf.ca	416.304.1616 416.304-0778 416.304.0591	416.304.1313	Casco Inc. & Corn Products International, Inc.
THORNTONGROUTFINNIGAN LLP Suite 3200, Canadian Pacific Tower 100 Wellington Street West Toronto, Canada, M5K 1K7 ROBERT I THORNTON E-mail: rthornton@tgf.ca SEEMA AGGARWAL E-mail: saggarwal@tgf.ca	416.304.1616	416.304.1313	Manufacturers and Traders Trust Company, in its capacity as Indenture Trustee
TRANSFORCE INC. 8585 Trans-Canada Hwy, Suite 300 St. Laurent, QC H4S 1Z6 PATRICK-JAMES BLAINE E-mail: pblaine@transforce.ca	514.331.4000 514.331.4154	514.337.4200	Besner Transport TFI 2 SEC Gregoire Transport (TFI 15 Sec) TFI Transport 2 L P TFI Transport 2 L P (Landry) Patriot Freight Services Inc. Transport Thibodeau

<i>Lawyers</i>	<i>Telephone</i>	<i>Fax</i>	<i>Lawyers For</i>
UNITED STEEL, PAPER AND FORESTRY, RUBBER, MANUFACTURING, ENERGY, ALLIED INDUSTRIAL AND SERVICE WORKERS INTERNATIONAL UNION (UNITED STEELWORKERS) 800-234 Eglinton Ave. East Toronto, ON M4P 1K7 PAULA TURTLE E-Mail: pturtle@usw.ca	416.487.1571 416.544.5980	416.482.5548 416.487.8826	United Steelworkers
YOUNG CONAWAY STARGATT & TAYLOR The Brandywine Building 1000 West Street, 17th Floor P.O. Box 391 Wilmington, DE 19899-0391 ROBERT S. BRADY E-mail: rbrady@ycst.com EDMON L. MORTON E-mail: emorton@ycst.com	302.571.6600 302.571.6690 302.571.6637	302.571.1253 302.576.3283 302.576.3320	Smurfit-Stone Container Corporation (US counsel)

\5762263

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

IN THE MATTER OF THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS
AMENDED

AND IN THE MATTER OF THE *BANKRUPTCY AND*
INSOLVENCY ACT, R.S.C. 1985, c. B-3, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE
OR ARRANGEMENT OF SMURFIT-STONE
CONTAINER CANADA INC. AND THE OTHER
APPLICANTS LISTED ON SCHEDULE "A"

Applicants

INDEX

<u>TAB</u>	<u>DESCRIPTION</u>	<u>PAGE</u>
1.	Notice of Motion, returnable November 6, 2009	1 - 8
2.	Draft Order (Claims Determination Order)	9 - 22

TAB 1

Court File No. CV-09-7966-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

IN THE MATTER OF THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS
AMENDED

AND IN THE MATTER OF THE *BANKRUPTCY AND
INSOLVENCY ACT*, R.S.C. 1985, c. B-3, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE
OR ARRANGEMENT OF SMURFIT-STONE
CONTAINER CANADA INC. AND THE OTHER
APPLICANTS LISTED ON SCHEDULE "A"

Applicants

**NOTICE OF MOTION
(Returnable November 6, 2009)**

Smurfit-Stone Canada Inc. ("SSC Canada") and the other Applicants listed on Schedule "A" hereto will make a motion before a judge of the Ontario Superior Court of Justice on November 6, 2009 at 10:00 a.m., or as soon after that time as the motion can be heard, at 330 University Avenue, Toronto, Ontario.

PROPOSED METHOD OF HEARING: The motion is to be heard orally.

THE MOTION IS FOR:

1. A Claims Determination Order approving a process to determine the classification and/or amount of Claims and Subsequent Claims solicited pursuant to the Claims Procedure Order of the Honourable Justice Pepall dated June 25, 2009 (the "Claims Procedure Order"); and
2. Such further and other relief as to this Honourable Court seems just.

THE GROUNDS FOR THE MOTION ARE:

1. Each of the Applicants is either a direct or indirect subsidiary of Smurfit-Stone Container Corporation, a Delaware corporation ("SSCC"). SSCC and certain of its direct and indirect subsidiaries (together, the "U.S. Debtors"), including the Applicants and the Partnerships listed on Schedule "B" hereto, filed for protection from their creditors under title 11 of chapter 11 of the *United States Bankruptcy Code*, 11 U.S.C. §§ 101-1532, in the United States Bankruptcy Court for the District of Delaware (the "U.S. Court") on January 26, 2009.
2. On January 26, 2009, SSC Canada and the other Applicants and the Partnerships obtained protection from their creditors pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, and the initial order of the Ontario Superior Court of Justice (the "Court"), as subsequently amended and restated.
3. On June 12, 2009, the U.S. Debtors filed a motion with the U.S. Court for an order, *inter alia*, establishing a bar date of August 28, 2009 for filing proofs of claim in respect of the U.S. Debtors ("U.S. Proofs of Claim") and establishing a claims noticing procedure (the "U.S. Claims Procedure"). The Applicants and Partnerships obtained the corresponding Claims Procedure Order from the Court establishing bar dates and noticing procedures for Claims and Subsequent Claims against the Applicants and Partnerships and providing

procedures for completing Proofs of Claim (the “Canadian Claims Procedure”).

4. The Canadian Bar Date for filing a Proof of Claim was the same as that in the U.S. Claims Procedure: 4:00 p.m. (Eastern Standard Time) on August 28, 2009. The Canadian Bar Date for filing a Proof of Claim for a Subsequent Claim is the later of: (a) 4:00 p.m. (Eastern Standard Time) on August 28, 2009, and (b) the date established for such purpose by the Court or the U.S. Court.
5. The proposed Claims Determination Order sets out the procedure by which the Applicants and Partnerships and the Monitor will review Proofs of Claim in the Canadian Claims Procedure and determine to accept, revise or disallow the classification and/or amount of the Claims and Subsequent Claims set forth therein.
6. If the Applicants and Partnerships and the Monitor determine to revise or disallow a Claim or Subsequent Claim, then the proposed Claims Determination Order provides that:
 - (a) The Monitor shall cause a Notice of Revision or Disallowance to be sent to the Creditor; unless
 - (b) The Claim or Subsequent Claim was originally filed against the Applicants or Partnerships in the U.S. Claims Procedure and is being objected to in that process with the approval of the Monitor (and subject to objection by the Creditor on the issue of whether the

Canadian Claims Procedure or the U.S. Claims Procedure is more appropriate).

7. If a Creditor disputes the classification or amount of its Claim or Subsequent Claim as set forth in a Notice of Revision or Disallowance, the Claims Determination Order provides that the Applicants and Partnerships and the Monitor will:
 - (a) Attempt to consensually resolve the classification and amount of the Claim or Subsequent Claim with the Creditor;
 - (b) Deliver a "Dispute Package" to a Claims Officer; and/or
 - (c) Schedule a 9:30 Appointment with the Court for the purpose of scheduling a motion to resolve the Claim or Subsequent Claim.
8. Rule 37 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended.
9. Such further and other grounds as counsel may advise and this Honourable Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

1. The Eighth Report of the Monitor, to be filed; and
2. Such further and other materials as counsel may advise and this Honourable Court may permit.

November 3, 2009

Stikeman Elliott LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, Ontario M5L 1B9

Sean F. Dunphy LSUC #24941J
Tel: (416) 869-5662
Alexander D. Rose LSUC #49415P
Tel: (416) 869-5261
Fax: (416) 947-0866

Lawyers for the Applicants

SCHEDULE "A"

Smurfit-Stone Container Canada Inc.

3083527 Nova Scotia Company

MBI Limited/Limitée

639647 British Columbia Ltd.

B.C. Shipper Supplies Ltd.

Specialty Containers Inc.

605681 N. B. Inc.

Francobec Company

Stone Container Finance Company of Canada II

SCHEDULE "B"

Smurfit-MBI

SLP Finance General Partnership

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36 AS AMENDED
AND IN THE MATTER OF THE BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985, c. B-3, AS AMENDED
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF SMURFIT-STONE
CONTAINER CANADA INC. AND THE OTHER APPLICANTS LISTED ON SCHEDULE "A"

Court File No: CV-09-7966-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

NOTICE OF MOTION

STIKEMAN ELLIOTT LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, Canada M5L 1B9

Sean F. Dunphy LSUC#24941J
Tel: (416) 869-5662
Alexander D. Rose LSUC#49415P
Tel: (416) 869-5261
Fax: (416) 947-0866

Lawyers for the Applicants

TAB 2

Court File No. CV-09-7966-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE)	FRIDAY, THE 6th
)	
JUSTICE PEPALL)	DAY OF NOVEMBER, 2009

IN THE MATTER OF THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS
AMENDED

AND IN THE MATTER OF THE *BANKRUPTCY AND
INSOLVENCY ACT*, R.S.C. 1985, c. B-3, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE
OR ARRANGEMENT OF SMURFIT-STONE
CONTAINER CANADA INC. AND THE OTHER
APPLICANTS LISTED ON SCHEDULE "A"

Applicants

CLAIMS DETERMINATION ORDER

THIS MOTION, made by Smurfit-Stone Container Canada Inc. and the other Applicants listed on Schedule "A" hereto pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, for an order approving the procedures described in the Eighth Report of the Monitor (the "Report"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion and the Report and on hearing the submissions of counsel for the Applicants and the Partnerships listed on Schedule "B" hereto, the Monitor and others, and on being advised that the Service List was served with the Notice of Motion herein:

DEFINITIONS

1. **THIS COURT ORDERS** that reference is made in this Order to the Claims Procedure Order of the Honourable Mme. Justice Pepall dated June 25, 2009 (the "Claims Procedure Order"). Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Claims Procedure Order.
2. **THIS COURT ORDERS** that the procedures outlined in this Order shall form part of the "Claims Procedure" defined in the Claims Procedure Order.

DETERMINATION OF CLAIMS AND SUBSEQUENT CLAIMS**Review of Proofs of Claim**

3. **THIS COURT ORDERS** that the Applicants and Partnerships and the Monitor shall review each Proof of Claim received by the Claims Bar Date or the Subsequent Claims Bar Date, as applicable.

Proofs of Claim Improperly Filed

4. **THIS COURT ORDERS** that, subject to further order of the Court or the U.S. Court, if a U.S. Proof of Claim is filed against a U.S. Debtor and the U.S. Debtors and the Applicants and Partnerships and the Monitor determine that such Claim or Subsequent Claim is more properly asserted against one of the Applicants or Partnerships and the Creditor agrees with such determination, the Claim or Subsequent Claim will be deemed filed against the appropriate Applicant or Partnership. Upon such agreement, the Claim or Subsequent Claim shall be deemed filed against such appropriate Applicant or Partnership as of the date it was first filed, the Creditor shall be deemed to have provided such notice or consent as may be required by the U.S. Debtors to withdraw its Claim or Subsequent Claim against the U.S. Debtor in the U.S.

Proceedings, and the Applicants and Partnerships and the Monitor shall reserve all of their rights to contest the validity, amount and allowance of the Claim or Subsequent Claim deemed to have been filed.

- 5. **THIS COURT ORDERS** that, subject to further order of the Court or the U.S. Court, if a Proof of Claim is filed against an Applicant or Partnership and the Applicants and Partnerships and the Monitor determine that such Claim or Subsequent Claim is more properly asserted against a different Applicant or Partnership and the Creditor agrees with such determination, the Claim or Subsequent Claim will be deemed filed against such other Applicant or Partnership. Upon such agreement, the Claim or Subsequent Claim shall be deemed filed against such Applicant or Partnership as of the date it was first filed, the Creditor shall be deemed to have withdrawn its originally filed Claim or Subsequent Claim without penalty or cost and the Applicants and Partnerships and the Monitor shall reserve all of their rights to contest the validity, amount and allowance of the Claim or Subsequent Claim deemed to have been filed.

Acceptance, Revision, Disallowance or Consensual Resolution

- 6. **THIS COURT ORDERS** that, subject to paragraph 7, following the review of each of the Proofs of Claim described in paragraph 3, the following procedures shall apply:

Determination and Consensual Resolution

- a) The Applicants and Partnerships and the Monitor shall determine whether to accept, revise or disallow each Claim or Subsequent Claim.
- b) The Applicants and Partnerships and the Monitor may attempt to consensually resolve the classification and amount of any Claim or

- 4 -

Subsequent Claim with the Creditor prior to accepting, revising or disallowing such Claim or Subsequent Claim pursuant to paragraph 6(c).

Notices of Revision or Disallowance

- c) If the Applicants and Partnerships and the Monitor determine to revise or disallow a Claim or Subsequent Claim, then
 - i) The Monitor shall cause a Notice of Revision or Disallowance substantially in the form attached hereto as Schedule "C" to be sent to the Creditor; unless
 - ii) The Claim or Subsequent Claim was originally filed against the Applicants or Partnerships in the U.S. Claims Procedure and was deemed filed in the Claims Procedure in accordance with paragraph 11 of the Claims Procedure Order, and the Applicants and Partnerships are objecting to the Claim or Subsequent Claim in the U.S. Claims Procedure with the approval of the Monitor (subject to paragraph 12, below).

Notice of Dispute

- d) Any Creditor who disputes the classification or amount of its Claim or Subsequent Claim as set forth in a Notice of Revision or Disallowance shall deliver a Notice of Dispute substantially in the form attached hereto as Schedule "D" to the Monitor by 4:00 p.m. (Eastern Standard Time) on the day which is fourteen (14) days after the date of the Notice of Revision or Disallowance or such later date as the Applicants and Partnerships, the Monitor and the Creditor may agree in writing or the Court may order.

- e) Any Creditor who fails to deliver a Notice of Dispute by the deadline set forth in paragraph 6(d) shall be deemed to accept the classification and the amount of its Claim or Subsequent Claim as set out in the Notice of Revision or Disallowance and such Claim or Subsequent Claim as set out in the Notice of Revision or Disallowance shall constitute a Claim or Subsequent Claim finally determined in accordance with the Claims Procedure (a "Proven Claim") on those terms.

Consensual Resolution / Delivery of Dispute Package / Motion to Court

- f) Upon receipt of a Notice of Dispute, the Applicants and Partnerships and the Monitor, may:
- i) attempt to consensually resolve the classification and amount of the Claim or Subsequent Claim with the Creditor;
 - ii) deliver a copy of each of the Proof of Claim, Notice of Revision or Disallowance and Notice of Dispute (a "Dispute Package"), to a Claims Officer (defined below); and/or
 - iii) schedule an appearance before a Justice of the Court in chambers, which may be made at 9:30 a.m. on each day, for the purpose of scheduling a motion to resolve the Claim or Subsequent Claim, where in the view of the Applicants and Partnerships and the Monitor such a motion is preferable for the resolution of the Claim or Subsequent Claim, and at such motion the Creditor shall be deemed to be the moving party and the Applicants and Partnerships and the Monitor shall be deemed to be the respondents.

Committee of Unsecured Creditors in the U.S. Proceedings

7. **THIS COURT ORDERS** that the Applicants and Partnerships and the Monitor shall not accept any Claim or Subsequent Claim in whole or in part for an amount in excess of US\$1 million (the "Claims Threshold"), or issue a Notice of Revision or Disallowance proposing to accept a Claim or Subsequent Claim in excess of the Claims Threshold, unless:
- a) not later than five (5) Business Days prior to such acceptance or issuance of a Notice of Revision or Disallowance, the Applicants and Partnerships or the Monitor shall have caused Canadian counsel for the Committee to be provided with a copy of the applicable Proof of Claim and supporting documentation and notice of such intended acceptance or Notice of Revision or Disallowance; and
 - b) in the event that the Committee objects prior to the expiration of the five (5) Business Day notice period provided above in paragraph 7(a), the Applicants and Partnerships, together with the Monitor, shall attempt to resolve the Claim or Subsequent Claim on a basis satisfactory to the Committee, failing which the matter shall be referred to the Court by the Applicants and Partnerships, the Monitor or the Committee, at which hearing the Committee shall have standing to participate and will be entitled to the same rights as the Applicants and Partnerships and the Monitor.

Appointment of Claims Officer

8. **THIS COURT ORDERS** that the Applicants and Partnerships shall have the power and authority to appoint from time to time one or more individuals to act as Claims Officer(s) for purposes of this Claims Procedure, provided that the Monitor shall have consented to the appointment of such individual(s).

9. **THIS COURT ORDERS** that following receipt of a Dispute Package the Claims Officer shall schedule and conduct a hearing to determine the classification and/or amount of the Claim or Subsequent Claim, and shall as soon as practicable thereafter notify the Applicants and Partnerships, the Monitor and the Creditor of his or her determination.
10. **THIS COURT ORDERS** that the Applicants and Partnerships or the Creditor may within seven (7) Business Days of notification of the Claims Officer's determination appeal such determination to the Court by serving on the other party and the Monitor and filing with the Court a Notice of Motion, failing which the Claims Officer's determination shall, subject to further order of the Court, be deemed to be final and binding on the Applicants and Partnerships and the Creditor and shall be a Proven Claim. Any such appeal to the Court shall be an appeal based on the record before the Claims Officer and not a hearing *de novo*.
11. **THIS COURT ORDERS** that, subject to further order of the Court, each Claims Officer shall have the authority to determine the procedure for adjudication of disputed Claims and Subsequent Claims that are referred to him or her, including the manner in which evidence may be brought before him or her, the conduct of any hearing and any other procedural matters which may arise in respect of the determination of any Claim or Subsequent Claim.

Forum of Dispute

12. **THIS COURT ORDERS** that, (a) if a U.S. Proof of Claim was originally filed against an Applicant or Partnership in the U.S. Claims Procedure and was deemed to be a timely delivered Proof of Claim in accordance with paragraph 11 of the Claims Procedure Order, and (b) either a Notice of Revision or

Disallowance has been issued in the Claims Procedure or the Claim or Subsequent Claim has been similarly objected to by the Applicants and Partnerships in the U.S. Claims Procedure pursuant to paragraph 6(c)(ii), then the Creditor may object to the forum in which the Applicants and Partnerships have disputed it (as between the Claims Procedure and the U.S. Claims Procedure). If the Creditor objects, then the Monitor and the Applicants and Partnerships shall seek to agree with them and stipulate as to the forum for the determination of such dispute, failing which the Creditor or the Applicants and Partnerships may seek a joint hearing in accordance with the Cross-Border Protocol approved pursuant to the March 12, 2009 Order of this Honourable Court (a "Joint Hearing") to determine the appropriate forum for determination of the dispute, or whether a Joint Hearing on the merits of the objection or proposed resolution thereof is appropriate.

CLAIMS ACCEPTED IN THE U.S. PROCEEDINGS

13. **THIS COURT ORDERS** that any Claim or Subsequent Claim against an Applicant or Partnership finally determined by the U.S. Court in accordance with the U.S. Claims Procedure shall be deemed to have been accepted as a Proven Claim on those terms; provided that it shall have been previously agreed or determined, pursuant to paragraphs 6(c)(ii) and 12, above, that the appropriate forum for determining such Claim or Subsequent Claim is the U.S. Claims Procedure.

LATE-FILED CLAIMS

14. **THIS COURT ORDERS** that, for the purposes of paragraphs 7 and 15 of the Claims Procedure Order, the Applicants and Partnerships and the Monitor may, in their sole discretion, accept Proofs of Claim delivered to the Monitor after the Claims Bar Date but actually received prior to the date of this Order,

and such accepted Proofs of Claim shall be deemed to have been delivered prior to the Claims Bar Date. For greater certainty, such Proofs of Claim (and the Claims underlying them) shall be subject to the provisions of this Order that apply to Proofs of Claim (and the Claims underlying them) actually received by the Claims Bar Date.

GENERAL PROVISIONS

15. **THIS COURT ORDERS** that the Monitor, in addition to its prescribed rights and obligations under the CCAA and under the Initial Order, shall assist the Applicants and Partnerships in connection with the matters described herein, and is hereby authorized and directed to take such other actions and fulfill such other roles as are contemplated by this Order and such other roles in keeping with its position as an officer of this Court.
16. **THIS COURT ORDERS** that (a) in carrying out the terms of this Order, the Monitor shall have all of the protections given to it by the CCAA and the Initial Order or as an officer of this Court, including the stay of proceedings in its favour, (b) the Monitor shall incur no liability or obligation as a result of the carrying out of the provisions of this Order, and (c) the Monitor shall be entitled to rely on the books and records of the Applicants and Partnerships, and shall not be liable for any claims or damages resulting from any errors or omissions in such books and records.
17. **THIS COURT ORDERS** that any notice or communication to be given under this Order by a Creditor, the Monitor or the Applicants or Partnerships shall be in writing and, where applicable, in substantially the form provided for in this Order. Such notice or communication will be sufficiently given only if delivered as described in paragraphs 26 and 27 of the Claims Procedure Order. Any such notice or other communication shall be deemed received on

the basis provided for in paragraphs 26 and 27 of the Claims Procedure Order and shall be subject to paragraphs 28 and 29 of that order.

18. **THIS COURT ORDERS** that references to the singular shall include the plural, references to the plural shall include the singular and to any gender shall include the other gender.
 19. **THIS COURT ORDERS AND REQUESTS** the aid and recognition of any court or any judicial, regulatory or administrative body in any province or territory of Canada (including the assistance of any court in Canada pursuant to Section 17 of the CCAA) and the Federal Court of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any province and the U.S. Court and any other court or judicial, regulatory or administrative body of the United States and the states or other subdivisions of the United States and of any other nation or state to act in aid of and to be complementary to this Court in carrying out the terms of this order.
-

SCHEDULE "A"

Smurfit-Stone Container Canada Inc.

3083527 Nova Scotia Company

MBI Limited/Limitée

639647 British Columbia Ltd.

B.C. Shipper Supplies Ltd.

Specialty Containers Inc.

605681 N. B. Inc.

Francobec Company

Stone Container Finance Company of Canada II

SCHEDULE "B"

Smurfit-MBI

SLP Finance General Partnership

SCHEDULE "C"**Notice of Revision or Disallowance**

SCHEDULE "D"**Notice of Dispute**

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36 AS AMENDED
AND IN THE MATTER OF THE BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985, c. B-3, AS AMENDED
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF SMURFIT-STONE CONTAINER
CANADA INC. AND THE OTHER APPLICANTS LISTED ON SCHEDULE "A"

Court File No: CV-09-7966-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

**MOTION RECORD
(RETURNABLE NOVEMBER 6, 2009)**

STIKEMAN ELLIOTT LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, Canada M5L 1B9

Sean F. Dunphy LSUC#24941J
Tel: (416) 869-5662
Alexander D. Rose LSUC#49415P
Tel: (416) 869-5261
Fax: (416) 947-0866

Lawyers for the Applicants