

Q.B.G. No. 2131 of 2005.

CANADA

PROVINCE OF SASKATCHEWAN

IN THE QUEEN'S BENCH
JUDICIAL CENTRE OF REGINA

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*
R.S.C. 1985, c.C-36 (the "CCA")

AND IN THE MATTER OF A PROPOSED PLAN OF ARRANGEMENT FOR THE
CREDITORS OF CIC PULP LTD. in its capacity as a general partner of MEADOW LAKE
PULP LIMITED PARTNERSHIP and MEADOW LAKE PULP LTD. in its own capacity
and as agent and nominee for Meadow Lake Pulp Limited Partnership

BETWEEN:

CIC PULP LTD., operating as MEADOW LAKE PULP LIMITED PARTNERSHIP
and MEADOW LAKE PULP LTD.

APPLICANTS

- and -

HSBC BANK CANADA, INVESTMENT SASKATCHEWAN INC.
101069101 SASKATCHEWAN LTD., GUSCO HANDEL G. HANDEL G. SCHARFELD
& CO., MILLAR WESTERN INVESTMENTS (SASKATCHEWAN) LTD., MILLAR
WESTERN HOLDINGS (MEADOW LAKE) LTD.
and MILLAR WESTERN INDUSTRIES LTD.

RESPONDENTS

BEFORE THE HONOURABLE

)

ON MONDAY, THE

)

MR JUSTICE D.P. BALL

)

29th DAY OF OCTOBER,

)

IN CHAMBERS

)

2007

ORDER

UPON THE APPLICATION of counsel on behalf of Investment Saskatchewan Inc. and 101069101 Saskatchewan Inc. (together, "ISI") and upon having read the Notice of Motion dated October 23, 2007, the Report of the Monitor and the Draft Order, all filed, and upon hearing Conrad D. Hadubiak, counsel on behalf of ISI, Michael W. Milani, Q.C., counsel on behalf of RSM Richter Inc., in its capacity as monitor (the "Monitor") and Ray Rutman, counsel on behalf of Millar Western Investments (Saskatchewan) Ltd., Millar Western Holdings (Meadow Lake) Ltd., Millar Western Industries Ltd. and Millar Western Forest Products Ltd.:

IT IS HEREBY ORDERED, ADJUDGED AND DECLARED THAT:

SERVICE AND NOTICE

1. All parties entitled to notice of the application giving rise to this Order have been given proper notice of this application and have been properly served with notice of this application.
2. Words and phrases contained in this Order which begin with capital letters and which are not expressly defined herein shall have the respective meanings ascribed thereto in the Initial Order granted by this Honourable Court in these proceedings on December 28, 2005.

TERMINATION OF STAY OF PROCEEDINGS

3. The stay of proceedings against MLPLP by its creditors provided for in the Initial Order and amended pursuant to the Orders of this Honourable Court granted in these proceedings on January 26, 2006, February 14, 2006, February 16, 2006, March 30, 2006, June 8, 2006, July 31, 2006, September 13, 2006, October 23, 2006, December 4, 2006, December 21, 2006, January 11, 2007, January 19, 2007, January 31, 2007, April 30, 2007, July 26, 2007 and October 1, 2007 is hereby terminated.

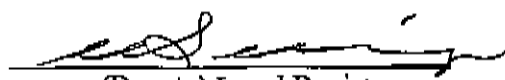
PRIORITY OF CHARGES

4. Notwithstanding the termination of the Stay of Proceedings in accordance with paragraph 3 of this Order, the charges created pursuant to the previous orders granted in this action shall each continue to attach to the Property and rank in priority to the claims of all creditors and shall rank, as between themselves, as follows:
- (a) the Administrative Charge and the Receiver's Charge, *pari passu*;
 - (b) the DIP Charge; and
 - (c) the Director's Charge.

DISCHARGE OF MONITOR

5. The Monitor shall be discharged from its duties as set forth in the Initial Order (as amended) in relation to MLPLP without the necessity of taxing its accounts.
6. Upon the discharge of the Monitor as contemplated by paragraph 5 hereof, any and all claims against the Monitor in connection with the performance of its duties as such shall be and are hereby stayed, extinguished and forever barred and the Monitor shall have no liability in respect thereof.

ISSUED at Regina, Saskatchewan, this 29th day of October, 2007.


(Deputy) Local Registrar

TAKE NOTICE that every Order made without notice to the Respondent or a person affected by the Order except when such Order is consented to by the Respondent or a person affected by the Order, or is otherwise authorized by law, may be set aside or varied on application to the Court. You should consult your solicitor as to your rights.

This document was delivered by:

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