

the SSC Canada Distribution Pool, the Smurfit-MBI Distribution Pool and the SSC Canada Reserve Account (as defined in the Seventeenth Report), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Seventeenth Report and the draft order and on hearing the submissions of counsel for the Approving Debtors and the CCAA Monitor,

GENERAL

1. **THIS COURT ORDERS** that capitalized terms not otherwise defined in this Order shall have the meanings ascribed to them in the Modified Joint Plan of Reorganization of Smurfit-Stone Container Corporation and its Debtor Subsidiaries and Plan of Compromise and Arrangement for Smurfit-Stone Container Canada Inc. and Affiliated Canadian Debtors (the “Plan”).
2. **THIS COURT ORDERS** that the time for service of the Notice of Motion and Motion Record herein and the Seventeenth Report be and is hereby abridged and that the motion is properly returnable today and service on any interested party other than those parties served is hereby dispensed with.

LATE-FILED CLAIMS

3. **THIS COURT ORDERS** that the Proofs of Claim filed in respect of the Late Filed Claims (as defined in the Seventeenth Report) are deemed to have been received by the CCAA Monitor prior to the Claims Bar Date (as defined in the Claims Procedure Order of the Ontario Superior Court of Justice (Commercial List) dated June 25, 2009).

CONVENIENCE CLASS ELECTION

4. **THIS COURT ORDERS** that Holders of General Unsecured Claims that are Proven Claims against SSC Canada in the amount of US\$15,700 or less are deemed to have made the convenience class election referenced in clause (x) of section 4.4.1 of the Plan.

DISTRIBUTION

5. **THIS COURT ORDERS** that, to the extent that Canadian Newco causes US\$54,000 to be deposited into the SSC Canada Reserve Account (defined in the Seventeenth Report), which account is to be maintained by the CCAA Monitor, the CCAA Monitor is authorized and directed to distribute the SSC Canada Distribution Pool without reserving the SSC Canada Distribution Reserve.
6. **THIS COURT ORDERS** that the Teamsters' Claim (as defined in the Seventeenth Report) shall be reserved for in the Smurfit-MBI Distribution Pool only.
7. **THIS COURT ORDERS** that, to the extent that any of the remaining unresolved General Unsecured Claims against SSC Canada becomes a Proven Claim, the Monitor is authorized and directed to make a distribution from the SSC Canada Reserve Account to the Holder of such Proven Claim. The CCAA Monitor shall distribute an amount from the SSC Canada Reserve Account that represents the same percentage of the Holder's Proven Claim as was received by the Holders of Proven Claims receiving a *pro rata* distribution from the SSC Canada Distribution Pool.

8. **THIS COURT ORDERS** that the CCAA Monitor is authorized and directed to distribute the amounts in the Smurfit-MBI Distribution Pool in excess of the total amount of Proven Claims against Smurfit-MBI and any current reserve for unresolved General Unsecured Claims against Smurfit-MBI to Canadian Newco or at Canadian Newco's direction.
9. **THIS COURT ORDERS** that the CCAA Monitor is authorized and directed to distribute any funds remaining in the Smurfit-MBI Distribution Pool and/or the SSC Canada Reserve Account to Canadian Newco upon resolution of the remaining unresolved General Unsecured Claims against Smurfit-MBI and SSC Canada, respectively, and immediately prior to its discharge as CCAA Monitor.

CCAA MONITOR

10. **THIS COURT ORDERS** that the conduct and activities of the CCAA Monitor as set out and described in the Seventeenth Report be and hereby are approved.



ENTERED AT / INSCRIT A TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

DEC 03 2010

PER / PAR:



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

**ORDER
(LATE FILED CLAIMS, CONVENIENCE
CLASS AND DISTRIBUTION)**

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