

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE) WEDNESDAY, THE 10th
)
JUSTICE PEPALL) DAY OF FEBRUARY, 2010

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

PLAN FILING AND MEETING 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:

- (a) accepting the filing of the Joint Plan of Reorganization for Smurfit-Stone Container Corporation and its Debtor Subsidiaries and Plan of Compromise and Arrangement for Smurfit-Stone Container Canada Inc. and Affiliated Canadian Debtors attached hereto as **Appendix "A"** (the "Plan"),

which Plan includes provisions relating to the classification and treatment of Affected Claims against the Applicants (Canadian Debtors) (Article IV) and the Canadian Asset Sale (Article V) and related provisions;

(b) authorizing and directing the Applicants and Partnerships to convene a meeting of their creditors entitled to consider and vote on the Plan; and

(c) such further and other relief as the Applicants and Partnerships may request and this Court shall deem just,

was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion, the affidavit of Dean Jones, sworn February 5, 2010 and the Eleventh Report of the CCAA Monitor dated February 10, 2010 and on hearing submissions of counsel to the Applicants and Partnerships, the CCAA Monitor, the Committee of Unsecured Creditors in the proceedings under Title 11 of Chapter 11 of the *United States Bankruptcy Code*, 11 U.S.C. §§101-1532 (the "Committee") and such other counsel as were present and on being advised that the Service List was served with the Motion Record herein.

DEFINITIONS

1. **THIS COURT ORDERS** that any capitalized terms not otherwise defined in this order shall have the meanings ascribed to them in the Plan.

THE PLAN

2. THIS COURT ORDERS that the Plan be and is hereby accepted for filing, and that the Applicants and Partnerships are authorized to seek approval of the Plan in the manner set forth herein.
3. THIS COURT ORDERS that the Applicants and Partnerships be and are hereby authorized to amend, modify and/or supplement the Plan in writing as provided in section 4.7.2 of the Plan.

CLASSIFICATION OF CREDITORS

4. THIS COURT ORDERS that for the purpose of voting on the Plan, the Affected Creditors shall be divided into the following eight classes, as defined in the Plan (together, the "Voting Creditors"):
 - a) Affected Secured Creditors
 - i) Affected Secured Creditors of SSC Canada;
 - ii) Affected Secured Creditors of Smurfit-MBI;
 - iii) Affected Secured Creditors of MBI Limited;
 - iv) Affected Secured Creditors of Francobec Company; and
 - v) Affected Secured Creditors of 3083527 Nova Scotia Company.
 - b) Affected Unsecured Creditors
 - i) Affected Unsecured Creditors of SSC Canada;
 - ii) Affected Unsecured Creditors of Smurfit-MBI; and

iii) Affected Unsecured Creditors of Stone Container Finance Company of Canada II;

provided that, for the purposes of the Plan, the Class of Affected Unsecured Creditors of Smurfit-MBI shall also include Holders of Affected Unsecured Claims against MBI Limited in its capacity as general partner of Smurfit-MBI.

5. **THIS COURT ORDERS** that, for the avoidance of doubt, Persons whose Claims have been barred and extinguished pursuant to paragraphs 15 and 18 of the June 25, 2009 Claims Procedure Order of the Honourable Justice Pepall (the "CCAA Bar Date Order") are not considered to be "Affected Creditors" or "Voting Creditors" and are not entitled to participate as Creditors in these proceedings or receive any notice or the Meeting Materials discussed below and are not entitled to vote on the Plan or receive any distribution pursuant to the Plan or otherwise in respect of such Claims.

THE CCAA CREDITORS' MEETING

6. **THIS COURT ORDERS** that the Applicants and Partnerships are hereby authorized to call, hold and conduct a meeting of the Voting Creditors (the "CCAA Creditors' Meeting") for the purpose of considering, and if deemed advisable, passing, with or without variation, a resolution to approve the Plan (the "CCAA Resolution").

NOTICE OF CCAA CREDITORS' MEETING

7. THIS COURT ORDERS that the CCAA Monitor shall publish as soon as practicable on its website at www.deloitte.com/ca/smurfitstonecanada copies of the following documents (collectively, the "Meeting Materials"):
- a) a notice of the CCAA Creditors' Meeting and Sanction Hearing (the "Notice to Creditors") substantially in the form attached hereto as **Appendix "B"**;
 - b) the Plan;
 - c) the form of Proxy/Ballot and instructions, substantially in the form attached hereto as **Appendix "C"** (the "Proxy/Ballot"), the form of Beneficial Proxy/Ballot and instructions, substantially in the form attached hereto as **Appendix "D"** (the "Beneficial Proxy/Ballot"); and the form of Master Proxy/Ballot and instructions, substantially in the form attached hereto as **Appendix "E"** (the "Master Proxy/Ballot");
 - d) the Disclosure Statement, Confirmation Hearing Notice, Voting Procedures Order and Committee statement of support for the Plan in the Chapter 11 Cases; and
 - e) this Order.

8. **THIS COURT ORDERS** that, subject to paragraph 20, the CCAA Monitor shall cause paper or electronic copies (on CD-ROM) of the Meeting Materials (excluding the Beneficial Proxy/Ballot and the Master Proxy/Ballot) to be sent to all Voting Creditors as of the record date of February 5, 2010 (the "Record Date") by prepaid first-class mail or courier at the address appearing on the Schedules, each Voting Creditor's Proof of Claim or such other address subsequently provided to the CCAA Monitor, on or about February 15, 2010 and advise the Voting Creditors that additional copies of the Meeting Materials may be obtained from the CCAA Monitor's website or provided upon written request. The CCAA Monitor shall also cause paper or electronic copies of the Meeting Materials to be sent to Persons who timely file a Proof of Claim in respect of a Subsequent Claim (as defined in the CCAA Claims Bar Date Order) after the Record Date but before the Proxy/Voting Deadline (defined below).
9. **THIS COURT ORDERS** that, in circumstances where the Holder of a Claim has not identified in its Proof of Claim an Applicant or Partnership against whom its Claim is asserted, the Applicants and Partnerships and the CCAA Monitor may identify the Applicant or Partnership they believe, based on the books and records of the Applicants and Partnerships, the Claim should have been asserted against and send the Holder of such Claim the Meeting Materials based upon such determination; all of which is without prejudice to

the rights of the Applicants and Partnerships to object to any such Claim on any grounds, including that the claimant did not file a valid Proof of Claim pursuant to the CCAA Claims Bar Date Order.

10. **THIS COURT ORDERS** that the foregoing shall constitute good and sufficient service of this Order and the Plan and the other Meeting Materials, and good and sufficient notice of the CCAA Creditors' Meeting, on all Creditors who may be entitled to receive notice thereof, or of these proceedings, or who may wish to be present in person or by proxy at the CCAA Creditors' Meeting, or who may wish to appear in these proceedings, and no other form of notice or service need be made on such Persons and no other document or material need be served on such Persons in respect of these proceedings.

11. **THIS COURT ORDERS** that the CCAA Monitor shall file a report on the Plan and on the Applicants' and Partnerships' business and financial affairs with the Court in advance of the Proxy/Voting Deadline (defined below), and shall publish same on its website at www.deloitte.com/ca/smurfitstonecanada. Notice of the report shall be considered sufficiently given if the Notice to Creditors mentions that said report will be available as provided herein and the report is served on the service list in accordance with paragraph 54 of the Amended and Restated Initial Order of the Honourable Justice Pepall dated January 26, 2009.

CONDUCT OF THE CCAA CREDITORS' MEETING

12. **THIS COURT ORDERS** that a person designated by the CCAA Monitor (which, for greater certainty, may include a representative of the CCAA Monitor) shall preside as the chair of the CCAA Creditors' Meeting (the "Chair") and, subject to this Order and any further order of this Court, shall decide all matters relating to the procedure at, and conduct of, the CCAA Creditors' Meeting.
13. **THIS COURT ORDERS** that the Chair may appoint scrutineers (the "Scrutineers") for the supervision and tabulation of the attendance at, quorum at and votes cast at the CCAA Creditors' Meeting.
14. **THIS COURT ORDERS** that the Chair be and is hereby authorized to adjourn the CCAA Creditors' Meeting in whole or in part on one or more occasions to such time(s), date(s) and place(s) as the Chair deems necessary or desirable (without the need to first convene the CCAA Creditors' Meeting for the purpose of any adjournment).
15. **THIS COURT ORDERS** that the quorum required at the CCAA Creditors' Meeting shall be one Voting Creditor in each class of Affected Creditors present at the CCAA Creditors' Meeting in person or by proxy. If the requisite quorum is not present at the CCAA Creditors' Meeting, then the CCAA Creditors' Meeting shall be adjourned by the Chair in whole or in part

to such time and place as the Chair deems necessary or desirable. The Chair shall decide on the manner of giving notice to the Affected Creditors of the rescheduled meeting and may, if he or she deems it appropriate, restrict such notice to a notice posted on the CCAA Monitor's website at www.deloitte.com/ca/smurfitstonecanada.

16. **THIS COURT ORDERS** that the only Persons entitled to attend the CCAA Creditors' Meeting are the Voting Creditors (including proxyholders), representatives of the CCAA Monitor, the Committee and the Applicants and Partnerships and the respective legal and financial advisors of each of the foregoing. Any other person may be admitted to the CCAA Creditors' Meeting on invitation of the Chair.

VOTING AT THE CCAA CREDITORS' MEETING

Chair to Direct a Vote

17. **THIS COURT ORDERS** that the Chair shall direct a vote with respect to the CCAA Resolution and containing such other related provisions as the Applicants and Partnerships in consultation with the CCAA Monitor may consider appropriate.

Voting Creditors Entitled to Vote / Value of Affected Claim for Voting Purposes

18. THIS COURT ORDERS that, subject to paragraph 19, only Voting Creditors with Proven Claims as at the Record Date or their proxyholders are entitled to vote at the CCAA Creditors' Meeting. Each Voting Creditor with a Proven Claim is entitled to one vote, which vote shall have the value of such Affected Creditor's Proven Claim as determined in accordance with the CCAA Bar Date Order and the CCAA Claims Determination Order.

19. THIS COURT ORDERS that, if the amount of a Voting Creditor's Affected Claim has not been resolved by the Record Date, it shall be temporarily allowed for the purposes of voting in accordance with the following:

Claims Listed on the Schedules

- a) Claims listed on the Schedules as non-contingent, liquidated and undisputed (and in an amount greater than \$0.00) will be temporarily allowed for voting purposes as listed in the Schedules, provided that (i) no Proof of Claim has been timely filed or deemed timely filed in accordance with the CCAA Bar Date Order or the CCAA Claims Determination Order, and (ii) such Claim has not been satisfied by the Applicants and Partnerships or the other Debtors;

- b) Claims listed on the Schedules as contingent, unliquidated or disputed will be temporarily allowed for voting purposes only if a Proof of Claim has been filed for such a Claim or if permitted by this Court or United States Bankruptcy Court for the District of Delaware or any other United States court with jurisdiction over the Chapter 11 Cases (the "U.S. Bankruptcy Court") on a motion brought before such court on or before March 29, 2010 (the "Proxy/Voting Deadline");

Proofs of Claim

- c) Claims specified in a Proof of Claim timely filed or deemed timely filed that are non-contingent and liquidated will be temporarily allowed for voting purposes as specified in the Proof of Claim provided that the Proof of Claim is not the subject of a Notice of Revision or Disallowance or an objection in the Chapter 11 Cases (or unless such Claim has been resolved by the Applicants and Partnerships, the CCAA Monitor and the Voting Creditor or a stipulation or order has been entered by the U.S. Bankruptcy Court in respect of such Claim, in which case it shall be voted as resolved, stipulated or ordered);
- d) Claims specified in a Proof of Claim timely filed or deemed timely filed that the Applicants and Partnerships and the CCAA Monitor determine, after reasonable review of the Claim (including any

supporting documentation contained therewith) is a contingent and/or unliquidated Claim and is not the subject of a Notice of Revision or Disallowance or objection notice in the Chapter 11 Cases filed before the Record Date, shall temporarily vote in the amount of U.S.\$1.00 unless the Claim is resolved by the Applicants and Partnerships, the CCAA Monitor and the Voting Creditor or if permitted by the Court or the U.S. Court to be voted in a greater amount pursuant to a motion brought before such court on or before the Proxy/Voting Deadline (in which case, the Claim shall be voted as resolved or ordered); provided that the Voting Creditor may vote the noncontingent, liquidated and/or undisputed portion of the Claim, if any;

Notices of Revision or Disallowance

- e) Claims set forth in Proofs of Claim timely filed or deemed timely filed that are subject to a Notice of Revision or Disallowance issued on or before the Record Date shall, unless the Claim is resolved in a greater amount by the Applicants and Partnerships, the CCAA Monitor and the Voting Creditor or the Claim is permitted to be voted in a greater amount by the Court or the U.S. Court pursuant to a motion brought before such court on or before the Proxy/Voting Deadline and except

as provided in subparagraph (f) below, be provisionally allowed for voting purposes in the amount of \$1;

- f) if a Notice of Revision or Disallowance is issued by the CCAA Monitor on or before the Record Date reclassifying and/or allowing a Claim in a fixed, reduced amount, the Claim shall, unless resolved in a greater amount by the Applicants and Partnerships, the CCAA Monitor and the Voting Creditor or the Claim is permitted to be voted in a greater amount by the Court or the U.S. Court pursuant to a motion brought before such court on or before the Proxy/Voting Deadline, be voted in the requested category and amount specified in the Notice of Revision or Disallowance;

Objection Notice in the Chapter 11 Cases

- g) if an objection notice is issued in the Chapter 11 Cases with respect to a Claim, then the amount and classification of such Claim temporarily accepted for voting purposes will be determined in accordance with the Chapter 11 Cases;

Subsequent Claims

- h) if a Proof of Claim in respect of a Subsequent Claim is timely filed after the Record Date but before the Proxy/Voting Deadline, the Claim will be voted in an amount determined by the Applicants and Partnerships

and the CCAA Monitor after reasonable review of the Claim (including any supporting documentation contained therewith) unless such Claim is resolved by the Applicants and Partnerships, the CCAA Monitor and the Voting Creditor or if permitted by the Court or the U.S. Court to be voted in a greater amount pursuant to a motion brought before such court on or before the Proxy/Voting Deadline (in which case, the Claim shall be voted as resolved or ordered);

all of which is without prejudice to the rights of the Applicants and Partnerships or such Voting Creditor with respect to the final determination of the Voting Creditor's Claim for distribution purposes. Voting Creditors whose Claim is (A) subject to a Notice of Revision or Disallowance or a notice of objection in the Chapter 11 Cases, (B) determined to be contingent and/or unliquidated in accordance with subparagraph (d), above, or (C) subject to subparagraph (h), above, shall, to the extent possible and to the extent such Claim remains in dispute or under appeal at the CCAA Creditors' Meeting, have their voting intentions with respect to such disputed or disallowed amounts recorded by the CCAA Monitor and reported to this Court in accordance with paragraph 31 herein.

Voting by Beneficial Noteholders of 7.375% Notes Due 2014

- 20. **THIS COURT ORDERS** that, notwithstanding that the indenture trustee with respect to the 7.375% Notes Due 2014 (the "Indenture Trustee") was the

Person that filed a Proof of Claim on behalf of the holders of such notes in accordance with the CCAA Bar Date Order, each of the beneficial owners of such 7.375% Notes Due 2014 (the "Beneficial Noteholders") shall be permitted to vote his, her or its Claim in accordance with the following:

- a) The CCAA Monitor shall forthwith cause a copy of the Meeting Materials to be sent to DTC and any other Persons named as registered holders of the 7.375% Notes Due 2014 with the Indenture Trustee (together with DTC, the "Registered Noteholders");
- b) The Canadian Debtors, CCAA Monitor and/or Epiq Bankruptcy Solutions, LLC (the "Voting Agent") shall request from DTC (and any other Registered Noteholder) a list, prepared as at the Record Date, of banks, financial institutions, securities dealers or brokers, trust companies or other nominees or intermediaries identified as entities through which the Beneficial Noteholders hold 7.375% Notes Due 2014 ("Participant Holders"), together with their contact information and the face value of the 7.375% Notes Due 2014 credited to each such Participant Holder;
- c) As soon as practicable after receiving such information, the CCAA Monitor and/or the Voting Agent shall contact each of the Participant Holders (or contact the agent(s) designated by such Participant Holder) to determine how many packages of Meeting Materials each

Participant Holder requires in order for it (or for an agent designated by such Participant Holder) to forward such materials on to their respective Beneficial Noteholders. In lieu of the mailing and delivery obligations set forth in paragraph 8 hereof, the CCAA Monitor and/or the Voting Agent shall cause the requisite number of packages of Meeting Materials, excluding the Proxy/Ballot but including the requisite number of Beneficial Proxy/Ballots and a Master Proxy/Ballot, to be sent to each Participant Holder (or to an agent designated by such Participant Holder) as soon as practicable based on the responses received by the CCAA Monitor or the Voting Agent;

- d) Each Participant Holder (or the agent(s) designated by each such Participant Holder) shall promptly, and in all events within five (5) Business Days of the receipt of such Meeting Materials, deliver to each Beneficial Noteholder one complete package of the Meeting Materials, including a Beneficial Proxy/Ballot;
- e) Upon written request with supporting back-up documentation, the Applicants and Partnerships shall reimburse each of the Participant Holders (and/or the agent(s) designated by each such Participant Holder) in accordance with customary procedures for its reasonable, actual and necessary out-of-pocket expenses incurred in performing the tasks described above, and no other fees, commissions or other

remuneration will be payable to the Participant Holders (or to the agent(s) designated by each such Participant Holder) in connection with the distribution of the Meeting Materials and Beneficial Proxy/Ballots and tabulation of Master Proxy/Ballots;

- f) Notwithstanding the fact that the Indenture Trustee was the Person that filed a Proof of Claim on behalf of the Beneficial Noteholders in respect of their Claims relating to the 7.375% Notes Due 2014, for the purpose of counting and tabulating the votes cast at the CCAA Creditors' Meeting:
- i) Each Beneficial Noteholder shall be entitled and authorized to vote its Claim in respect of the 7.375% Notes Due 2014 by either (A) making an election to vote in-person at the CCAA Creditors' Meeting on a Beneficial Proxy/Ballot that has been duly completed and signed and received by the Participant Holder (or the agent designated by the relevant Participant Holder) no later than the time and date indicated thereon, and thereafter attending the CCAA Creditors' Meeting to vote; or (B) by proxy, by submitting its duly signed and completed Beneficial Proxy/Ballot to the relevant Participant Holder (or to the agent designated by the relevant Participant Holder), provided that same is duly completed and signed and received no later than the time and date indicated thereon; and
 - ii) Each Participant Holder (or the agent(s) designated by the relevant Participant Holder) shall submit a duly signed and

completed Master Proxy/Ballot to the CCAA Monitor in respect of all Claims relating to 7.375% Notes Due 2014 with respect to which such Participant Holder (or the agent(s) designated by the relevant Participant Holder) shall have received duly signed and completed Beneficial Proxy/Ballots from Beneficial Noteholders holding 7.375% Notes Due 2014 in accounts held with such Participant Holder;

- g) Each Beneficial Noteholder shall be deemed to have a single vote with respect to all Claims relating to 7.375% Notes Due 2014 that he, she or it held at the Record Date, regardless of whether such Notes were held in more than one account or through more than one Participant Holder;
- h) Votes cast by Beneficial Noteholders through a Participant Holder will be applied against the positions held by such Participant Holder in the 7.375% Notes Due 2014 as of the Record Date, as evidenced by the record and depository listings (the "Record Amount"). Votes cast pursuant to a Master Proxy/Ballot will not be counted in excess of the Record Amount of the applicable securities held by such Participant Holder on the Record Date;
- i) To the extent that conflicting votes or "overvotes" are submitted by a Participant Holder (including the principal amount of Claims elected to be voted in-person at the CCAA Creditors' Meeting as provided for

in subparagraph (f)(i), above), the CCAA Monitor will attempt to reconcile such overvotes with the applicable Participant Holders;

- j) To the extent that overvotes are not reconcilable prior to the CCAA Creditors' Meeting, the CCAA Monitor will apply the votes to accept and reject the Plan in the same proportion as the directions to accept and reject the Plan submitted on the Master Proxy/Ballot that contained the overvote, but only to the extent of the Participant Holders' position in the 7.375% Notes Due 2014 as at the Record Date; and
- k) Where a Beneficial Noteholder holds securities through more than one Participant Holder, it must execute a separate Beneficial Proxy/Ballot for each block of 7.375% Notes Due 2014 it owns. However, such Beneficial Noteholder, or his, her or its proxyholder, must vote all of his, her or its Claims relating to such 7.375% Notes Due 2014 in the same manner, to either accept or reject the Plan. Accordingly, if such Beneficial Noteholder returns more than one Beneficial Proxy/Ballot to more than one Participant Holder directing different Claims relating to the 7.375% Notes Due 2014 to be voted, and such Proxy/Ballots contain inconsistent voting directions, as reflected on the separate Master Proxy/Ballots, such votes will not be counted.

21. THIS COURT ORDERS that the Applicants and Partnerships, with the CCAA Monitor's consent, may amend the procedures set out in paragraph 20 provided that the amended procedure is, in the CCAA Monitor's opinion, to facilitate obtaining the relevant information and Beneficial and Master Proxy/Ballots in respect of the 7.375% Notes Due 2014 and to tabulate the applicable votes.

Transfers of Claims

22. THIS COURT ORDERS that, subject to paragraphs 23 and 24 of the CCAA Bar Date Order, if a Voting Creditor transfers all of its Claim and the transferee delivers evidence satisfactory to the CCAA Monitor of its ownership of such Claim and a written request to the CCAA Monitor, not later than the Proxy/Voting Deadline, then such transferee shall be entitled to attend and vote, either in person or by proxy, the transferor's Claim at the CCAA Creditors' Meeting in lieu of the transferor if and to the extent such Claim may otherwise be voted at the CCAA Creditors' Meeting. For the avoidance of doubt, none of the CCAA Monitor, the Voting Agent or the Applicants and Partnerships shall be responsible for providing Meeting Materials to any Person who became a transferee after the Record Date.

Proxy/Ballots

23. **THIS COURT ORDERS** that any proxy that a Voting Creditor wishes to submit in respect of the CCAA Creditors' Meeting (or any adjournment, postponement or rescheduling thereof), other than a Master Ballot/Proxy or Beneficial Ballot/Proxy, must be substantially in the form of the Proxy/Ballot attached as Appendix "C" hereto (or in such other form acceptable to the CCAA Monitor or the Chair) and shall be (i) received by the CCAA Monitor at 181 Bay Street, Brookfield Place, Suite 1400, Toronto, Ontario, Canada, M5J 2V1 prior to 4:00 p.m. (Toronto time) on the Proxy/Voting Deadline, (ii) received by the CCAA Monitor prior to 4:00 p.m. (Toronto time) on the Business Day immediately preceding any adjournment, postponement or other rescheduling of the CCAA Creditors' Meeting, or (iii) deposited with the Chair at the CCAA Creditors' Meeting (or any adjournment, postponement or other rescheduling thereof) before the beginning of the CCAA Creditors' Meeting (or any such adjournment, postponement or other rescheduling).
24. **THIS COURT ORDERS** that the following types of Proxy/Ballots will not be voted at the CCAA Creditors' Meeting or any adjournment, postponement or rescheduling thereof:

- a) Any Proxy/Ballot that is otherwise properly completed, executed and timely returned to the CCAA Monitor, but does not indicate an acceptance or rejection of the Plan;
- b) Any Proxy/Ballot received after 4:00 p.m. (Toronto time) on the Proxy/Voting Deadline, except in the discretion of the Applicants and Partnerships and the CCAA Monitor, and except for Proxy/Ballots deposited with the Chair at the CCAA Creditors' Meeting or, for the purposes of voting at an adjourned, postponed or other rescheduled CCAA Creditors' Meeting, Proxy/Ballots received by the CCAA Monitor prior to 4:00 p.m. Eastern Time on the Business Day immediately preceding any adjournment, postponement or other rescheduling thereof;
- c) Any Proxy/Ballot that is illegible or contains insufficient information to permit the identification of the claimant;
- d) Any Proxy/Ballot that purports to partially accept and partially reject the Plan;
- e) Any Proxy/Ballot completed by a Person that is not a Voting Creditor (or transferee in accordance with paragraph 22);

- f) Any Proxy/Ballot transmitted to the CCAA Monitor by facsimile or other electronic means, except in the discretion of the Applicants and Partnerships and the CCAA Monitor; and
 - g) Any unsigned Proxy/Ballot or Proxy/Ballot without an original signature, except in the discretion of the Applicants and Partnerships and the CCAA Monitor.
25. **THIS COURT ORDERS** that the Applicants and Partnerships and the CCAA Monitor, subject to contrary order of the Court, may waive any defect in any Proxy/Ballot or Master Proxy/Ballot, including failure to timely file such Proxy/Ballot or Master Proxy/Ballot.
26. **THIS COURT ORDERS** that the Applicants and Partnerships and the CCAA Monitor, subject to contrary order of the Court, may reject any and all Proxy/Ballots and Master Proxy/Ballots not proper in form.
27. **THIS COURT ORDERS** that the Applicants and Partnerships, the CCAA Monitor and the Voting Agent are not under any duty to provide notification of defects or irregularities with respect to deliveries of Proxy/Ballots or Master Proxy/Ballots, nor will any such party incur any liability for failure to provide such notification. Proxy/Ballots and Master Proxy/Ballots previously furnished and as to which any irregularities have not been cured or waived will not be voted.

28. **THIS COURT ORDERS** that if a Holder of Claims submits multiple Proxy/Ballots received by the CCAA Monitor dated with the same date, but which are voted inconsistently, such Proxy/Ballots will not be voted.

Results of the Vote

29. **THIS COURT ORDERS** that the results of the vote conducted at the CCAA Creditors' Meeting shall be binding on all Voting Creditors, whether or not any particular Voting Creditor is present in person or by proxy or voting at the CCAA Creditors' Meeting.
30. **THIS COURT ORDERS** that, following the vote, the CCAA Monitor shall tally the vote and determine whether the Plan has been accepted by the required majority of each class of Affected Creditors.
31. **THIS COURT ORDERS** that the CCAA Monitor shall report to this Court with respect to the results of the vote, including whether:
- a) the Plan has been accepted by the requisite majorities;
 - b) the effect on the results of the vote had the Voting Creditors also voted the amount of their Affected Claims disputed for voting purposes; and
 - c) any other matter which the CCAA Monitor considers relevant in view of the Sanction Hearing, including the status and/or voting results in the Chapter 11 Cases.

SANCTION HEARING AND ORDER

32. **THIS COURT ORDERS** that if the Plan has been accepted by the requisite majorities of Affected Creditors voting on the Plan in accordance with the CCAA and this Order, the Applicants and Partnerships shall bring a motion to be heard on April 14, 2010 or such later date as this Court may set (the "Sanction Hearing") seeking an order sanctioning the Plan (the "CCAA Sanction Order").
33. **THIS COURT ORDERS** that a copy of the motion seeking the CCAA Sanction Order be published on the CCAA Monitor's website at www.deloitte.com/ca/smurfitstonecanada as soon as practicable after it is filed with this Court.
34. **THIS COURT ORDERS** that any Person intending to object to the motion seeking the CCAA Sanction Order shall file with this Court, before 4:00 p.m. (Toronto time) on the day that is five Business Days before the Sanction Hearing, a written notice containing a description of its proposed grounds of objection and shall effect service of same, within the same day, upon counsel to the Applicants and Partnerships and the CCAA Monitor, and upon the service list published on the CCAA Monitor's website at www.deloitte.com/ca/smurfitstonecanada.

35. **THIS COURT ORDERS** that service of the Notice to Creditors and this Order pursuant to paragraphs 7 to 9 hereof shall constitute good and sufficient service of notice of the Sanction Hearing upon all Persons who are entitled to receive such service and no other form of service need be made and no other materials need be served on such Persons in respect of the Sanction Hearing.
36. **THIS COURT ORDERS** that in the event that the Sanction Hearing is adjourned, only those Persons who have served and filed a Notice of Appearance or written notice of objection in respect of the Sanction Hearing are required to be served with the notice of the adjourned date.

GENERAL

37. **THIS COURT ORDERS** that (a) in carrying out the terms of this Order, the CCAA 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 CCAA Monitor shall incur no liability or obligation as a result of the carrying out of the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part, and (c) the CCAA 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.

38. **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, without limitation, 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 or any judicial, regulatory or administrative body of the United States of America and the states or other subdivisions of the United States of America 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