

**ONTARIO**

**SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

THE HONOURABLE MADAM  
JUSTICE PEPALL

) FRIDAY, THE 11<sup>TH</sup> DAY  
) DECEMBER, 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

**ORDER**

**THIS MOTION**, made by Aurelius Capital Management, LP and Columbus Hill Capital Management, L.P. (collectively, the "Fund Managers") for an order, *inter alia* (i) declaring that Stikeman Elliott LLP cannot continue to act as counsel for Stone Container Finance Company of Canada II ("Finance II") or any successor in interest to Finance II and appointing new, independent counsel for Finance II; (ii) appointing counsel for Finance II for the purpose of the hearing of the Motion (the "Characterization Motion") scheduled for December 11, 2009 to determine the characterization of the Loan Agreement between Finance II and Smurfit-Stone Container Canada, Inc. dated July 20, 2004; and (iii) adjourning the Characterization Motion to permit counsel appointed for Finance II to prepare for a hearing of the Characterization Motion and to consider whether the Characterization Motion should proceed by way of joint hearing of this Court and the U.S. Bankruptcy Court for the District of Delaware pursuant to a cross-border insolvency protocol previously approved by both Courts, was heard on December 11, 2009 at 330 University Avenue, Toronto, Ontario.

**ON READING** (a) the notice of motion and motion record of the Fund Managers, including the affidavit of Malcom Mercer sworn December 10, 2009 and the exhibits thereto and the Compendium of the Fund Managers; (b) the notice of motion and motion record of the Applicants returnable December 11, 2009 in respect of the Characterization Motion, including the affidavit of Melissa Paz sworn December 2, 2009 and the exhibits thereto, together with the transcript of the cross examination of Melissa Paz taken December 9, 2009, (c) the responding motion record of the Fund Managers, including the affidavit of Douglas McFadyen sworn December 8, 2009 and the exhibits thereto and the affidavit of Malcolm Mercer sworn December 9, 2009 and the exhibits thereto; (d) the facts of the Applicants, the Official Committee of Unsecured Creditors, the Fund Managers and Manufacturers and Traders Trust Company, in its capacity as Indenture Trustee (the "Indenture Trustee"); (e) the Tenth Report of Deloitte & Touche Inc. as court appointed Monitor of the Applicants and Partnerships listed on Schedule "B" hereto (the "Monitor") dated December 8, 2009; and (f) the Applicants' motion to extend the CCAA stay returnable December 11, 2009, including the affidavit of Dan Gropper sworn December 10, 2009 filed by the Fund Managers in response thereto, and on hearing the submissions of the lawyers for the Fund Managers, the Applicants and the Partnerships, the Monitor, the Indenture Trustee and the Official Committee of Unsecured Creditors and no one else appearing although served,

1. **THIS COURT ORDERS THAT** the motion be and is hereby dismissed with reasons to follow.

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

JAN 29 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"

Applicants

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

PROCEEDING COMMENCED AT TORONTO

**ORDER  
(December 11, 2009)**

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