

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 February 25, 2010)

February 19, 2010

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**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"**

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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*
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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

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TAB 1

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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

**NOTICE OF MOTION
(Returnable February 25, 2010)**

Smurfit-Stone Container 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 February 25, 2010 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. An Order extending the stay of proceedings through to May 6, 2010, or such later date as this Honourable Court may 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, 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 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 (the "CCAA"), and the initial order of the Ontario Superior Court of Justice (the "Court"), as subsequently amended and restated (the "Initial Order").
3. The Initial Order granted a stay of proceedings until February 25, 2009, or such later date as the Court may order.
4. By orders dated February 24, 2009, April 28, 2009, June 25, 2009, September 25, 2009 and December 23, 2009, the stay of proceedings was extended until February 26, 2010.

5. Since the granting of the Initial Order, the Applicants and Partnerships have worked diligently to stabilize their operations. The Applicants and Partnerships have acted and continue to act in good faith and with due diligence.
6. On June 25, 2009, the Court issued an order approving a claims process for the Applicants and Partnerships (the "Claims Procedure Order"). On November 6, 2009, the Court issued an order approving a process for determining Claims and Subsequent Claims (the "Claims Determination Order"). Since the date of the Claims Determination Order, the Applicants and Partnerships have been reviewing the claims as contemplated thereby. That process is continuing.
7. On February 10, 2010, the Court issued an order (the "Plan Filing and Meeting Order") that, amongst other things, accepted for filing 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 (the "Plan") and authorized and directed the Applicants and Partnerships to convene a meeting of their creditors entitled to consider and vote on the Plan (the "CCAA Creditors' Meeting").

8. The CCAA Creditors' Meeting has been scheduled for April 6, 2010 and, if the Plan is accepted by the requisite majorities of "Affected Creditors", the Applicants and Partnerships will bring a motion to be heard on April 14, 2010 or such later date as the Court may set seeking an order sanctioning the Plan.
9. The extension of the stay of proceedings to May 6, 2010 is necessary in order to continue to ensure stability to the Applicants' and Partnerships' business while they continue with the restructuring of the business, continue the process of reviewing claims as contemplated by the Claims Determination Order and convene the CCAA Creditors' Meeting (and any adjournment thereof) and seek approval of the Plan.
10. Rule 37 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended.
11. 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 Twelfth Report of the Monitor, to be filed; and
2. Such further and other materials as counsel may advise and this Honourable Court may permit.

February 19, 2010

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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

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TAB 2

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE) THURSDAY, THE 25th
)
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
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ARRANGEMENT OF SMURFIT-STONE CONTAINER
CANADA INC. AND THE OTHER APPLICANTS LISTED
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Applicants

STAY EXTENSION 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 an extension of the stay of proceedings, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the material filed, including the Notice of Motion and the Twelfth Report of the Monitor, and on hearing submissions of counsel to the Applicants and the Partnerships listed on Schedule "B" hereto and counsel to the Monitor and on being advised that the Applicants' Service List was served with the Notice of Motion and Motion Record herein and the Twelfth Report of the Monitor:

1. **THIS COURT ORDERS** that the Stay Period referred to in the Initial Order of the Honourable Justice Pepall dated January 26, 2009, as amended and restated, is extended until May 6, 2010, or such later date as this Court may 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

ONTARIO
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Proceeding commenced at Toronto

ORDER
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