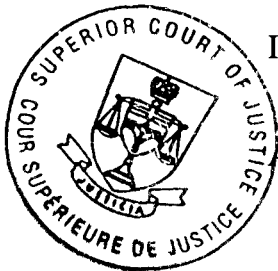


ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST

THE HONOURABLE MADAM ) THURSDAY, THE TWENTY-FIRST  
)  
JUSTICE HOY ) DAY OF FEBRUARY, 2008



IN THE MATTER OF THE *COMPANIES' CREDITORS*  
*ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED  
AND IN THE MATTER OF A PLAN OF COMPROMISE OR  
ARRANGEMENT OF PCL PACKAGING CORPORATION

ORDER

THIS MOTION, made by PCL Packaging Corporation (“PCL”), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Third Report of BDO Dunwoody Limited, in its capacity as Monitor of PCL (the “Monitor”), dated February 19, 2008 (the “Third Report”) and on hearing the submissions of counsel for PCL, GMAC and the Monitor,

**SERVICE**

1. THIS COURT ORDERS AND DECLARES that the Notice of Motion and the Motion Record in respect of this motion have been duly served and that further service of such materials on all interested parties is hereby dispensed with and the service of such materials be and is hereby validated in all respects.

**KEY EMPLOYEE RETENTION PROGRAM**

2. THIS COURT ORDERS that PCL may, with the prior consent of the Monitor, enter into key employee retention arrangements (the "KERP Arrangements") with key employees, the aggregate amount of which KERP Arrangements shall not exceed \$100,000.


3. THIS COURT ORDERS that the beneficiaries of the KERP Arrangements shall be entitled to the benefits of the Administrative Charge established pursuant to the Initial Order of the Honourable Mr. Justice Colin Campbell in these proceedings as security for PCL's obligations under the KERP Arrangements and that the maximum aggregate amount of the Administrative Charge shall accordingly be increased from \$500,000 to \$600,000.

**EXTENSION OF STAY PERIOD**

4. THIS COURT ORDERS that the Stay Period referred to in paragraph 14 of the Initial Order be and the same is hereby extended until April 30, 2008 or such later date as this Court may order.

**APPROVAL OF MONITOR'S ACTIVITIES**

5. THIS COURT ORDERS that the Third Report and all of the activities of the Monitor described therein be and they are hereby approved.

  
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Registrar, Superior Court of Justice

FEB 21 2008

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PREPARED

**IN THE MATTER OF the *Companies' Creditors Arrangement Act*, R.S.C., 1985, c. C-36, as amended**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF PCL PACKAGING CORPORATION**

**(Short title of proceeding)**

**Court File No. 08-CL-7375**

**ONTARIO  
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Toronto

**ORDER**

**McMILLAN BINCH MENDELSON LLP**  
Barristers and Solicitors  
Brookfield Place, Suite 4400  
Bay Wellington Tower, 181 Bay Street  
Toronto, Ontario  
M5J 2T3

Daniel V. MacDonald LSUC#: 23125F  
Tel: 416.865.7169  
Fax: 416.865.7048

Solicitors for the Applicant