

POPE & TALBOT, INC.

Claimant/Investor

-AND-

GOVERNMENT OF CANADA

Respondent/Party

PROCEDURAL ORDER ON CONFIDENTIALITY NO. 5

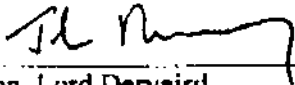
1. In accordance with UNCITRAL Arbitration Rules Article 25(4), hearings shall be held *in camera* unless the parties agree otherwise.
2. Transcripts of hearings and submissions by the disputing parties, such as memorials, counter-memorials, pre-hearing memoranda, witness statements and expert reports, including appendices and exhibits to such submissions, and any applications or motions to the Tribunal, shall be kept confidential and may only be disclosed according to the conditions established below for "Protected Documents" or "Third Party Protected Documents," as the case may be.
3. The following documents may be released into the public domain, subject to redaction of confidential business information as agreed to by the parties:
 - Notice of Intent
 - Notice of Arbitration
 - Statement of Claim
 - Statement of Defense
4. Subject to NAFTA Articles 1127 and 1129, no document:
 - (i) for which business confidentiality has been claimed in these proceedings between Pope & Talbot, Inc. and the Government of Canada (hereinafter referred to as "Protected Documents"), or information recorded in those documents, or
 - (ii) for which business confidentiality with respect to third parties has been claimed in these proceedings between Pope & Talbot, Inc. and the Government of Canada (hereinafter referred to as "Third Party Protected Documents"), or information recorded in those documents, shall be disclosed except in accordance with the terms of this Order or with prior written consent of the person that claimed business confidentiality over the document and the person to whom the business confidential information relates.
5. If any person in possession of a Protected Document or Third Party Protected Document receives a request pursuant to law to disclose a Protected Document or Third Party Protected Document or information contained therein, that person shall give prompt written notice to the party that claimed confidentiality over the document and to the person to whom the confidential

information relates so that such party may seek a protective Order or other appropriate remedy. Such notice shall be provided not less than thirty (30) days before disclosure unless the law requires disclosure in a shorter period of time.

6. Notice pursuant to this Order shall be provided to the Claimant by sending notice by fax to the counsel of record for Pope & Talbot, Inc. while these proceedings are pending (or after the completion of the proceedings, to the Investor) and to the Government of Canada by sending notice by fax to the General Counsel of the Trade Law Division of the Department of Foreign Affairs and International Trade (or his or her successor or designate). Notice to the person to whom the confidential information relates shall be sent by registered mail.
7. The party claiming confidentiality shall clearly identify each page of a Protected Document or Third Party Protected Document with the notation "CONFIDENTIAL BUSINESS INFORMATION. SUBJECT TO CONFIDENTIALITY ORDER. UNAUTHORIZED DISCLOSURE PROHIBITED" or the notation "CBI - DISCLOSURE PROHIBITED."
8. The party claiming confidentiality with respect to third party documents shall clearly identify each page of a Third Party Protected Document with the notation "CONFIDENTIAL THIRD PARTY BUSINESS INFORMATION. SUBJECT TO CONFIDENTIALITY ORDER. UNAUTHORIZED DISCLOSURE PROHIBITED" or the notation "CBI THIRD PARTY - DISCLOSURE PROHIBITED."
9. Protected Documents identified by the parties and information recorded in those Protected Documents may be used only in these proceedings between Pope & Talbot, Inc. and the Government of Canada and may be disclosed only for such purposes to and among:
 - (1) counsel whose involvement in the preparation or conduct of these proceedings is reasonably necessary;
 - (2) officials or employees of the parties whose involvement in the preparation or conduct of these proceedings is reasonably necessary;
 - (3) independent experts or consultants retained or consulted by the parties in connection with these proceedings; and
 - (4) witnesses who in good faith are reasonably expected to offer evidence in these proceedings and only to the extent material to their expected testimony.
10. Third Party Protected Documents identified by the parties and information recorded in those Third Party Protected Documents may be used in these proceedings only. Neither Pope & Talbot, Inc. nor the Government of Canada may, directly or indirectly, use Third Party Protected Documents or information recorded in or derived from those Documents for any purpose other than this arbitration. Third Party Protected Documents used for the purpose of the arbitration may be disclosed only:
 - (1) to counsel whose involvement in the preparation or conduct of these proceedings is reasonably necessary;
 - (2) to independent experts or consultants retained or consulted by the Parties in connection with these proceedings; and

(3) to a representative of the Claimant/Investor present at the hearings when such Third Party Confidential Documents or information are presented.

11. All persons receiving Protected Documents or Third Party Protected Documents shall be governed by this Order. Each party shall have the obligation of notifying all independent experts, consultants and witnesses retained by such parties of the obligations of this Order. The obligations created by this Order shall survive the termination of these proceedings.
12. This Order is binding on all persons receiving Protected Documents, Third Party Protected Documents and information recorded in such documents pursuant to paragraphs 9(1), 9(2), 10(1) and 10(3) of this Order. The party making disclosure pursuant to paragraph 9(1), 9(2), 10(1) and 10(3) of this Order shall take reasonable steps to inform all recipients of Protected Documents or Third Party Protected Documents of their obligations under this Order.
13. It shall be the responsibility of the party disclosing Protected Documents, Third Party Protected Documents or the information therein to any person in accordance with this Order, to ensure that such person executes a Confidentiality Agreement in the form attached as Appendix "A" before gaining access to any such document. Each such Confidentiality Agreement shall be filed immediately with the presiding arbitrator, who shall keep such Agreement confidential. Where Protected Documents or Third Party Protected Documents are to be disclosed to a firm, organization, company or group, all employees and consultants of the firm, organization, company or group with access to the Protected Documents or Third Party Protected Documents, must execute and agree to be bound by the terms of the attached Confidentiality Agreement.
14. At the conclusion of these proceedings, all Protected Documents and Third Party Protected Documents are to be returned to the party who supplied the documents, subject to the requirement of the *National Archives of Canada Act*.
15. This Order is without prejudice to any assertion of privilege. If the Tribunal orders production of a document for which privilege is claimed, the party asserting privilege may claim the protection available under this Order.
16. This Order shall be subject to further direction of the Tribunal.



The Hon. Lord Dervaird
Presiding Arbitrator

Dated: 17 December 1999