

No. _____

**IN THE UNITED STATES COURT OF APPEALS
FOR THE FIFTH CIRCUIT**

Scotia Pacific Company, LLC,
Appellant-Petitioner,

v.

Marathon Structured Finance Fund L.P., Mendocino Redwood Company
LLC, and The Official Committee of Unsecured Creditors,
Appellees-Respondents.

Direct Appeal from the United States Bankruptcy Court
for the Southern District of Texas, Corpus Christi Division
USBC No. 07-20027

**SCOTIA PACIFIC COMPANY, LLC'S JOINDER IN RELIEF
REQUESTED IN INDENTURE TRUSTEE'S PETITION FOR
PERMISSION TO APPEAL**

GIBSON, DUNN & CRUTCHER LLP

Kathryn A. Coleman (CASB 110937)

Craig H. Millet (CASB 106027)

Eric J. Fromme (CASB 193517)

Aaron G. York (TXSB 24000334)

200 Park Avenue, 47th Floor

New York, NY 10166

Telephone: (212) 351-4000

Facsimile: (212) 351-4035

**ATTORNEYS FOR PETITIONER-APPELLANT SCOTIA PACIFIC
COMPANY, LLC**

**CERTIFICATE OF INTERESTED PERSONS PER
Fifth Circuit Local Rules 26.1.1, 27.4 and 28.2.1**

(1) 08-_____ ; *Scotia Pacific Company, LLC vs. Marathon Structured Finance Fund L.P., Mendocino Redwood Company LLC, and The Official Committee of Unsecured Creditors*

(2) The undersigned counsel of record certifies that the following listed persons and entities as described in the fourth sentence of Rule 28.2.1 have an interest in the outcome of this case. These representations are made in order that the judges of this Court may evaluate possible disqualification or recusal.

Appellees – Respondents	Counsel:
Marathon Structured Finance Fund L.P.	David Neier William Brewer Steven M. Schwartz Carey D. Schreiber Winston & Strawn, LLP New York, New York Eric E. Sagerman Los Angeles, California John D. Penn Haynes & Boone, LLP Ft. Worth, Texas Trey Monsour Haynes & Boone, LLP Dallas, Texas

<p>Mendocino Redwood Company LLC</p>	<p>Craig P. Druehl Allan S. Brilliant Brian D. Hail Goodwin Procter LLP New York</p> <p>Patrick Thompson Goodwin Procter LLP San Francisco, California</p>
<p>The Official Committee of Unsecured Creditors</p>	<p>Maxim B. Litvak John D. Fiero Kenneth H. Brown Pachulski Stang Ziehl Young Jones & Weintraub San Francisco, California</p>
<p>Appellants – Petitioners</p>	<p>Counsel:</p>
<p>Scotia Pacific Company, LLC (100% owned by The Pacific Lumber Company)</p>	<p>Kathryn A. Coleman New York, New York</p> <p>Craig H. Millet Eric J. Fromme Irvine, California</p> <p>Aaron G. York Dallas, Texas</p>

<p>The Bank of New York Mellon Trust Company, N.A., as Indenture Trustee</p> <p>(f/k/a The Bank of New York Trust Company, N.A.)</p>	<p>William Greendyke Zack A. Clement R. Andrew Black Johnathan C. Bolton Jason L. Boland Mark A. Worden Travis A. Torrence Fulbright & Jaworski LLP Houston, Texas</p> <p>Louis R. Strubeck, Jr. Oscar Rey Rodriguez Toby L. Gerber Fulbright & Jaworski LLP Dallas, Texas</p>
--	--

/s/ Kathryn Coleman
Kathryn Coleman, Petitioner's Counsel

**SCOTIA PACIFIC COMPANY, LLC'S JOINDER IN RELIEF
REQUESTED IN PETITION FOR PERMISSION TO APPEAL**

On this date, The Bank of New York Mellon Trust Company, N.A. (f/k/a The Bank of New York Trust Company, N.A.) filed in this Court its Petition for Permission to Appeal Filed By Indenture Trustee (the "Indenture Trustee's Petition") relating to the Bankruptcy Court's Judgment and Order (I) Confirming First Amended Joint Plan of Reorganization for the Debtors, as Further Modified, with Technical Amendments, Proposed by Mendocino Redwood Company, LLC, Marathon Structured Finance Fund, L.P., and the Official Committee of Unsecured Creditors, (II) Denying Confirmation of the Indenture Trustee Plan, and (III) Denying Motion to Appoint a Chapter 11 Trustee [Dkt. No. 3302] (See Tab 2 to Indenture Trustee's Petition).

Petitioner Scotia Pacific Company, LLC ("Scopac"), is one of the debtors in the Bankruptcy Court below. Scopac also filed a Notice of Appeal From Confirmation Order [Dkt. 3315]. In addition, Scopac filed in the Bankruptcy Court joinders in the relief requested in both the Indenture Trustee's Emergency Request for Certification Pursuant to 28 U.S.C. § 158(d)(2) and Interim Rule 8001(f) of the Federal Rules of Bankruptcy Procedure and the Indenture Trustee's Emergency Motion for Stay Pending Appeal. [Dkt. Nos. 3324 & 3325, respectively]. In addition, after the Bankruptcy Court denied a stay pending appeal, Scopac filed in the United States District Court for the Southern District of Texas (the "District Court") a joinder in the relief requested by the Indenture Trustee's Emergency Motion for Stay Pending Appeal. [District Court Dkt. No. 51]. As noted in the Indenture Trustee's Petition, the District Court denied the requested stay pending appeal.

Scopac hereby respectfully joins in the relief requested in the Indenture Trustee's Petition.

CONCLUSION & PRAYER

WHEREFORE, PREMISES CONSIDERED, Appellant–Petitioner Scopac respectfully requests that this Court (i) grant Scopac’s request for permission for direct appeal; and (ii) grant such further relief as Scopac may be entitled, either in law or equity.

Dated: July 22, 2008

Respectfully submitted,

GIBSON, DUNN & CRUTCHER LLP

By: /s/ Kathryn Coleman

Kathryn A. Coleman (CASB 110937)

Craig H. Millet (CASB 106027)

Eric J. Fromme (CASB 210517)

Aaron G. York (TXSB 24000334)

200 Park Avenue, 47th Floor

New York, New York 10166

Telephone (212) 351-4000

Facsimile: (212) 351-4035

**Counsel for Scotia Pacific Company,
LLC**

100488119_1.DOC

PROOF OF SERVICE

I certify that copies of this petition were served today by e-mail and certified mail, return receipt requested on July 22, 2008, on the persons named below:

<p>David Neier dneier@winston.com William Brewer wbrewer@winston.com Steven M. Schwartz sschwartz@winston.com Carey D. Schreiber cschreiber@winston.com Winston & Strawn, LLP 200 Park Avenue New York, NY 10166 <i>Counsel for Marathon Structured Finance Fund L.P.</i></p>	<p>Eric E. Sagerman esagerman@winston.com Winston & Strawn, LLP 333 South Grand Avenue Suite 3800 Los Angeles, CA 90071 <i>Counsel for Marathon Structured Finance Fund L.P.</i></p>
<p>John D. Penn pennj@haynesboone.com Haynes & Boone, LLP 201 Main Street, Suite 2200 Fort Worth, TX 76102 <i>Counsel for Marathon Structured Finance Fund L.P.</i></p>	<p>Trey Monsour monsourt@haynesboone.com Haynes & Boone, LLP 901 Main St. Suite 3100 Dallas, TX 75202 <i>Counsel for Marathon Structured Finance Fund L.P.</i></p>
<p>Allan S. Brilliant abrilliant@goodwinprocter.com Brian D. Hail bhail@goodwinprocter.com Craig P. Druehl cdruehl@goodwinprocter.com Goodwin Procter LLP 620 Eighth Avenue New York, NY 10018-1405 <i>Counsel for Mendocino Redwood Company LLC</i></p>	<p>Patrick Thompson pthompson@goodwinprocter.com Goodwin Procter LLP Three Embarcadero Center 24th Floor San Francisco, CA 94111 <i>Counsel for Mendocino Redwood Company LLC</i></p>

Maxim B. Litvak
mlitvak@pszjlaw.com
John D. Fiero
jfiero@pszjlaw.com
Kenneth H. Brown
kbrown@pszjlaw.com
Pachulski Stang Ziehl Young Jones
& Weintraub
150 California Street, 15th Floor
San Francisco, CA 94111-4500
*Counsel for The Official Committee
of Unsecured Creditors*

William Greendyke
wgreendyke@fulbright.com
Zack A. Clement
zclement@fulbright.com
R. Andrew Black
ablack@fulbright.com
Johnathan C. Bolton
jbolton@fulbright.com
Jason L. Boland
jboland@fulbright.com
Mark A. Worden
mworden@fulbright.com
Travis A. Torrence
ttorrence@fulbright.com
1301 McKinney, Suite 5100
Fulbright & Jaworski LLP
Houston, TX 77010-3095

Louis R. Strubeck, Jr.
lstrubeck@fulbright.com
Oscar Rey Rodriguez
orodriguez@fulbright.com
Toby L. Gerber
tgerber@fulbright.com
Fulbright & Jaworski LLP
2200 Ross Avenue, Suite 2800
Dallas, Texas 75201

/s/ Aaron York
Aaron York

Appendices

Tabs

Scotia Pacific Company, LLCs Notice of Appeal From Confirmation Order
[Dkt. No. 3315] filed July 9, 20081

Scotia Pacific Company, LLC’s Joinder in the Indenture Trustee’s
Emergency Request for Certification Pursuant to 28 U.S.C. 158(d)(2) and
Interim Rule 8001(f) of the Federal Rules of Bankruptcy Procedure
[Dkt. No. 3324] filed July 9, 20082

Scotia Pacific Company, LLC’s Joinder in the Indenture Trustee’s
Emergency Motion for Stay Pending Appeal [Dkt. No. 3325] filed July 9,
2008.....3

Scotia Pacific Company, LLC’s Joinder in the Relief Requested in the
Indenture Trustee’s Emergency Motion for Stay Pending Appeal
[District Court Dkt. No. 51] filed July 21, 2008.....4

Doc7 (3).doc