CANADA

PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL
No.: 500-11-038474-108

SUPERIOR COURT
(Commercial Division)
The *Companies' Creditors Arrangement Act*

IN THE MATTER OF THE PLAN OF ARRANGEMENT AND COMPROMISE OF:

WHITE BIRCH PAPER HOLDING COMPANY

-and-

WHITE BIRCH PAPER COMPANY

-and-

STADACONA GENERAL PARTNER INC.

-and-

BLACK SPRUCE PAPER INC.

-and-

F.F. SOUCY GENERAL PARTNER INC.

-and-

3120772 NOVA SCOTIA COMPANY

-and-

ARRIMAGE DE GROS CACOUNA INC.

-and-

PAPIER MASSON LTÉE

Debtors

-and-

ERNST & YOUNG INC.

Monitor

-and-

STADACONA LIMITED PARTNERSHIP

#11029787

-and-

F.F. SOUCY LIMITED PARTNERSHIP

-and-

F.F. SOUCY, INC. & PARTNERS, LIMITED PARTNERSHIP

Mises-en-Cause

NEW NOTICE OF PRESENTATION OF THE MOTION TO ESTABLISH A CLAIMS PROCESS WITH REGARD TO POST-FILING CLAIMS AGAINST DIRECTORS AND OFFICERS

TO: SERVICE LIST

TAKE NOTICE that the *Motion to Establish a Claims Process with regard to Post-filing Claims Against Directors and Officers* will be presented for adjudication before the Honourable Robert Mongeon, J.S.C., at **9:00 A.M.** on **February 10, 2014**, at the **Montreal Courthouse**, located at 1 Notre-Dame Street East, Montreal, Quebec, H2Y 1B6, in **room 16.12**.

DO GOVERN YOURSELVES ACCORDINGLY.

Montreal, this 15th day of January, 2014

Stikeman Elliott LLP

STIKEMAN ELLIOTT LLP
Attorneys for the Debtors

CANADA

PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL
No.: 500-11-038474-108

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Mises-en-Cause

MOTION TO ESTABLISH A CLAIMS PROCESS WITH REGARD TO POST-FILING CLAIMS AGAINST DIRECTORS AND OFFICERS

TO THE HONOURABLE ROBERT MONGEON, J.S.C., THE DEBTORS AND THE MISES-EN-CAUSE SUBMIT AS FOLLOWS:

INTRODUCTION

1. On February 24, 2010, this Honourable Court issued an order (the "**Initial Order**") extending the protection of the *Companies' Creditors Arrangement Act* (the "**CCAA**") to the Debtors and the Mises en Cause (collectively the "**WB Group**").

2. Pursuant to the Initial Order, Ernst & Young Inc. (the "**Monitor**") was appointed as monitor of the WB Group, and a stay of proceedings (the "**Stay of Proceedings**") was granted until March 26, 2010 (the "**Stay Period**"), which Stay Period has been extended on various occasions, most recently until January 15, 2014.

THE SALE OF SUBSTANTIALLY ALL OF THE WB GROUP'S ASSETS

3. On September 28, 2010, this Honourable Court issued an order approving the sale of substantially all of the WB Group's assets (the "**Sale Order**") to BD White Birch Investment LLC ("**BDWBI**") or purchasers designated by BDWBI.

4. The Sale Order approved the sale of the WB Group's assets pursuant to the terms of an Asset Sale Agreement dated August 10, 2010 and amended on August 23, August 31 and September 23, 2010 (as amended, the "**Sale Agreement**").

5. The closing of the transaction contemplated in the Sale Agreement (the "**Transaction**") was delayed as a result of certain difficulties in achieving an agreement with the WB Group's labour unions, however the Transaction finally closed on September 13, 2012, and a series of entities related to BDWBI were designated as the purchaser under the Sale Agreement.

THE D&O CLAIMS PROCESS

6. The WB Group undertook in Section 5.1 (i) of the Sale Agreement to seek the entry of an order establishing procedures for the identification and adjudication of any claims against the directors and officers of the WB Group that would be covered by the D&O Charge (said term as defined in the Initial Order) (the "**D&O Claims Process**"), the whole, in the following terms:

5.1 Bankruptcy Actions.

(i) *Promptly after Closing, the Canadian Debtors shall serve and file with the Canadian Court a notice of motion and motion record seeking the entry of an Order establishing procedures for the identification and adjudication of any claims against the directors and officers of the Canadian Debtors that would be covered by the D&O Charge (as defined in the Initial CCAA Order), which procedures shall be in form and substance reasonably satisfactory to the Purchaser and which procedures shall, for the avoidance of doubt, provide the Canadian Debtors, any affected director or officer and the Purchaser with full rights of participation and consultation in the procedures, which shall be administered by the Monitor, subject to the foregoing and in accordance with Section 5.2(g) (the "**D&O Claims Procedure**").*

as appears from a copy of the Sale Agreement, already in the Court record (Exhibit SA-1 to the *Motion to Approve the Sale of Substantially all the WB Group's Assets* dated September 23rd, 2010).

7. As appears from the foregoing, the Sale Agreement provides that the D&O Claims Process shall be in a form and substance reasonably satisfactory to BDWBI and shall provide any affected director and officer and BDWBI with full rights of participation and consultation in the proceedings, which shall be administered by the Monitor.

8. It should be noted that in order to provide BDWBI with an unencumbered title to the purchased assets, the D&O Charge initially granted in the Initial Order was released as a condition of closing of the Transaction. As part of the negotiation of the Sale Agreement, BDWBI therefore provided a letter of credit in an amount of $10,000,000 to temporarily replace the D&O Charge (the "**Letter of Credit**").

9. The Letter of Credit is intended to temporarily guarantee the indemnification of the directors and officers of the WB Group. The establishment of the D&O Claims Process was provided in the Sale Agreement to facilitate the eventual release of this Letter of Credit and should be implemented without further delay.

10. The proposed procedure for the identification, determination and barring of claims against the directors and officers of the WB Group sought herein calls only for post-filing claims that arose on or after February 24, 2010, as appears from the proposed order for a D&O Claims Process, communicated as **Annex A.**

11. The D&O Claims Process, once all post-filing claims against directors and officers, if any, have been finally adjudicated and paid, will allow for the release of the balance of the funds held in connection with the Letter of Credit which have not been called upon to satisfy any proven post-filing claims against directors and officers and thus, will move the WB Group one step closer towards emerging from these CCAA proceedings. As such, the establishment of the D&O Claims Process is in the best interests of the WB Group's stakeholders in general.

12. The representatives of BDWBI have confirmed to the undersigned that the proposed D&O Claims Process Order is in a form which is reasonably satisfactory to BDWBI.

13. The relief sought herein is well founded in fact and in law.

WHEREFORE MAY IT PLEASE THE COURT TO:

GRANT the present *Motion to Establish a Claims Process in Respect of Post-filing Claims Against Directors and Officers;*

ISSUE an order substantially in the form as set forth at Annex A hereto;

THE WHOLE WITHOUT COSTS, save and except in the event of contestation.

Montreal, this 14th day of January, 2014

Stikeman Elliott LLP

STIKEMAN ELLIOTT LLP
Attorneys for the Debtors

NOTICE OF PRESENTATION

TO: SERVICE LIST

TAKE NOTICE of the foregoing *Motion to Establish a Claims Process in Respect of Post-filing Claims Against Directors and Officers* and that same will be presented for adjudication before the Honourable Robert Mongeon, J.S.C., at **9:00 A.M.** on **January 15, 2014**, at the **Montreal Courthouse**, located at **1 Notre-Dame Street East, Montreal, Quebec, H2Y 1B6**, in **room 2.08**.

DO GOVERN YOURSELVES ACCORDINGLY.

Montreal, this 14th day of January, 2014

Stikeman Elliott LLP

STIKEMAN ELLIOTT LLP
Attorneys for the Debtors

AFFIDAVIT

I, the undersigned, C. Jean Fontaine, attorney, practicing my profession at Stikeman Elliott LL.P., located at 1155 René-Lévesque Boulevard West, Suite 4000, in the City and District of Montreal, Province of Quebec, H3B 3V2, do hereby solemnly affirm as follows:

1. I am an attorney at the law firm of Stikeman Elliott LLP;
2. All the facts alleged in the present motion are true.

Solemnly declared before me, at Montreal, Quebec, this 14th day of January 2014

Commissioner of Oaths for all judicial districts of the Province of Quebec

Commissaire à l'assermentation
MANON ROBERGE
80038

AND I HAVE SIGNED

C. JEAN FONTAINE

SUPERIOR COURT

No. : 500-11-038474-108

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTRÉAL

IN THE MATTER OF THE PLAN OF ARRANGEMENT AND COMPROMISE OF:

WHITE BIRCH PAPER HOLDING COMPANY
-and-
ALS

Debtors

- and -

ERNST & YOUNG INC.

Monitor

- and -

STADACONA LIMITED PARTNERSHIP
-and-
ALS

Mises en cause

BS0350 n/dos.: 118326-1015

MOTION TO ESTABLISH A CLAIMS PROCESS WITH REGARD TO POST-FILING CLAIMS AGAINST DIRECTORS AND OFFICERS

ORIGINAL

Me C. Jean Fontaine 514-397-3337
Fax : 514-397-3487
Stikeman Elliott LLP, BARRISTERS & SOLICITORS
1155, René-Lévesque Ouest blvd, 40th Floor
Montréal, Canada, H3B 3V2

CANADA

PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL
No.: 500-11-038474-108

SUPERIOR COURT
(Commercial Division)
The *Companies' Creditors Arrangement Act*

MONTREAL, this ___ day of February, 2014

IN THE PRESENCE OF:
THE HONOURABLE ROBERT MONGEON, J.S.C.

IN THE MATTER OF THE PLAN OF ARRANGEMENT AND COMPROMISE OF:

WHITE BIRCH PAPER HOLDING COMPANY

-and-

WHITE BIRCH PAPER COMPANY

-and-

STADACONA GENERAL PARTNER INC.

-and-

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-and-

F.F. SOUCY, INC. & PARTNERS, LIMITED PARTNERSHIP

Mises en Cause

ORDER ESTABLISHING THE D&O CLAIMS PROCESS

CONSIDERING the Debtors' *Motion to Establish a Claims Process in Respect of Post-filing Claims Against Directors and Officers*, the Annex attached thereto, the affidavit in support thereof (the "**Motion**") and the submissions of counsel;

GIVEN the provisions of the Initial Order granted by this Court in this matter on February 24th, 2010 (the "**Initial Order**"); and

GIVEN the provisions of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**");

WHEREFORE, THE COURT:

[1] **GRANTS** the Motion;

DEFINITIONS

[2] **ORDERS** that the following terms in the present order (the "**Order**") shall, unless otherwise indicated, have the following meanings ascribed thereto:

(a) **"ASA"** means the Asset Sale Agreement between, *inter alia*, the Petitioners and the Purchaser dated as of August 10, 2010, as amended;

(b) "**BIA**" means the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended;

(c) "**Business Day**" means a day, other than a Saturday, a Sunday or a non-juridical day (as defined in article 6 of the *Code of Civil Procedure*, R.S.Q., c. C-25, as amended);

(d) "**CCAA**" means the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended;

(e) "**CCAA Proceedings**" means the proceedings in respect of the Petitioners commenced before this Court pursuant to the CCAA;

(f) "**Court**" means the Superior Court of Québec (Commercial Division);

(g) "**Creditor**" means any Person having a D&O Claim and may, where the context requires, include the assignee of a D&O Claim or a trustee, interim receiver, receiver, receiver and manager, or other Person acting on behalf of such Person;

(h) "**Creditors' Meeting**" means the meeting of the Petitioners' Creditors to be convened for the purposes of voting on the Plan, and any adjournment thereof;

(i) "**D&O**" means the Directors and Officers, or any of them;

(j) "**D&O Claim**" means any right or claim of any Person against one or more of the D&Os of the Petitioners that arose by reason of or in relation to their position, supervision, management or involvement as D&O in connection with facts arising on or after February 24th, 2010, and whether enforceable in any civil, administrative or criminal proceedings;

(k) "**D&O Claims Bar Date**" means 5:00 p.m. Eastern time (EDT) on **April 11th, 2014**;

(l) "**D&O Claims Package**" means the document package which shall include copies of this Order, the D&O Mailing Notice to Creditors, the D&O Newspaper Notice to Creditors, the D&O Proof of Claim (including the D&O Instruction Letter) and such other materials as the Petitioners or the Monitor may consider necessary or appropriate;

(m) "**D&O Counsel**" means Blake, Cassels & Graydon LLP and Mintz, Levin, Cohn, Ferris, Glovsky and Popeo PC;

(n) "**D&O Instruction Letter**" means the letter to Creditors regarding the completion of a D&O Proof of Claim, which letter shall be substantially in the form annexed to the D&O Proof of Claim;

(o) "**D&O Mailing Notice to Creditors**" means the notice substantially in the form attached hereto as **Schedule A**;

(p) "**D&O Newspaper Notice to Creditors**" means the notice substantially in the form attached hereto as **Schedule B**;

(q) "**D&O Proof of Claim**" means the form to be completed and filed by a Creditor setting forth its alleged D&O Claim, which proof of claim shall be substantially in the form attached hereto as **Schedule C**;

(r) "**D&O Proven Claim**" means the amount of any D&O Claim of any Creditor determined in accordance with the provisions of the CCAA and this Order, and proven by delivering a D&O Proof of Claim to the Monitor;

(s) "**D&O Notice of Acceptance in Whole**" means a notice that may be delivered by the Monitor to a Creditor, and copied to D&O Counsel and Purchaser Counsel, accepting such Creditor's D&O Claim in whole.

(t) "**D&O Notice of Revision or Disallowance**" means a notice that may be delivered by the Monitor to a Creditor, and copied to D&O Counsel and Purchaser Counsel, revising or rejecting such Creditor's D&O Claim as set out in its D&O Proof of Claim, in whole or in part, which notice shall be substantially in the form attached hereto as **Schedule D**;

(u) "**Designated Newspapers**" means La Presse, Le Soleil, The Gazette and the Globe and Mail;

(v) "**Director**" means any Person who is or was, or may be deemed to be or has been, a director of the Petitioners or any of them;

(w) "**Initial Order**" means the order of this Court made on February 24th, 2010 under the CCAA, and as amended thereafter;

(x) "**Known Creditors**" means the Persons which have asserted a claim against any of the Petitioners as part of the claims process ordered by the Court on May 6th, 2010;

(y) "**Monitor**" means Ernst & Young Inc., in its capacity as monitor appointed pursuant to the Initial Order;

(z) "**Officer**" means any Person who is or was, or may be deemed to be or has been, an officer of the Petitioners or any of them;

(aa) "**Person**" means any individual, corporation, limited or unlimited liability company, general or limited partnership, association, trust, unincorporated organization, joint venture, governmental body or agency, or any other entity;

(bb) "**Petitioners**" means the entities listed as the "Debtors" and the "Mises en Cause" in the present proceedings;

(cc) "**Plan**" means a plan to be filed by the Petitioners pursuant to the CCAA, as such plan may be amended or supplemented from time to time;

(dd) "**Publication Date**" means the date on which the publication of the D&O Notice to Creditors in all of the Designated Newspapers has been completed;

(ee) **"Purchaser"** means, collectively, BD White Birch Investments Inc. and its affiliates who acquired the assets of the Petitioners;

(ff) **"Purchaser Counsel"** means both Lavery, de Billy LLP and Goodmans LLP;

(gg) "**Sanction Hearing**" means a hearing before the Court to seek the approval of the Plan;

(hh) "**U.S. Court**" means the United States Bankruptcy Court for the Eastern District of Virginia;

NOTICE OF D&O CLAIMS

[3] **ORDERS** that the D&O Notice to Creditors shall be published by the Monitor in the Designated Newspapers as soon as possible following the issuance of this Order, but in any event no later than **March 6th, 2014**;

[4] **ORDERS** that the Monitor shall cause a D&O Notice to Creditors to be sent to each Known Creditor by prepaid mail as soon as possible following the issuance of this Order, but in any event no later than **March 13th, 2014**;

[5] **ORDERS** that, in addition to the publication referred to hereinabove, the Monitor shall publish on its website at http://www.ey.com/ca/WhiteBirch a copy of the D&O Claims Package, as soon as possible but no later than **February 17th, 2014**;

[6] **ORDERS** that the Monitor shall cause a copy of the D&O Claims Package to be sent to all Known Creditors and any Person requesting such material as soon as practicable after reviewing such request;

FILING AND FORM OF D&O CLAIMS

[7] **ORDERS** that every Creditor asserting a D&O Claim against a Director or Officer shall set out its aggregate D&O Claim in a D&O Proof of Claim and deliver that D&O Proof of Claim to the Monitor so that it is received no later than the D&O Claims Bar Date;

[8] **ORDERS** that any Creditor who does not deliver a D&O Proof of Claim in respect of a D&O Claim in accordance with paragraph [7] shall be forever barred from asserting such D&O Claim against any of the Directors and Officers of the Petitioners and such D&O Claim shall be forever extinguished;

[9] **ORDERS** that the Monitor, with input from D&O Counsel and Purchaser Counsel, shall use reasonable discretion as to the adequacy of completion and execution of any D&O Proof of Claim completed and executed pursuant to this Order.

[10] **ORDERS** that any D&O Claims denominated in any currency other than Canadian dollars shall, for the purposes of this Order, be converted to Canadian dollars, such calculation to be effected using the Bank of Canada noon spot rate of exchange on the date on which the claim arose;

DETERMINATION OF D&O CLAIMS

[11] **ORDERS** that the following procedure shall apply where a Creditor files a D&O Proof of Claim on or before the D&O Claims Bar Date:

(a) as soon as practicable after receipt of a D&O Proof of Claim, the Monitor shall provide a copy thereof to each of the Petitioners, D&O Counsel and Purchaser Counsel;

(b) the Monitor, together with the Petitioners, the D&O and the Purchaser, shall review the D&O Proof of Claim to determine whether the item claimed is properly a D&O liability covered by the D&O Claims Process and, if so, to value the amounts thereof and the manner of paying same as applicable. At any time, the Monitor, the Petitioners' Counsel, the D&O Counsel or the Purchaser Counsel may request additional information from any Creditor who has filed a D&O Proof of Claim in accordance with this Order;

(c) the Monitor, with the consent of the Purchaser and the D&O affected, may accept a D&O Proof of Claim or may disallow it in whole or in part. If the Monitor, the Purchaser and the D&O affected cannot reach a consensus as to acceptance or disallowance, the Monitor shall apply to the Court for further advice and directions;

(d) within five (5) Business Days from the decision on the D&O Claim, the Monitor shall send to the Creditor, to D&O Counsel and to Purchaser Counsel : (i) if the D&O Proof of Claim is accepted in whole, a D&O Notice of Acceptance in Whole; or (ii) if a D&O Proof of Claim is disallowed, either in whole or in part, a D&O Notice of Revision or Disallowance;

(e) any D&O who wishes to dispute a D&O Notice of Acceptance in Whole and any D&O or Creditor who wishes to dispute a D&O Notice of Revision or Disallowance shall, within fifteen (15) days of receipt of any such notice, file an appeal motion with the Court and serve a copy of such appeal motion to the Monitor, to the Monitor's counsel, to the D&O Counsel, to the Purchaser Counsel and to the Petitioners' counsel identified in paragraph [12] hereof;

(f) unless otherwise authorized by this Court on application made before the expiry of the delay provided for in paragraph **[11][e]** above, if the D&O or Creditor does not file an appeal motion within the delay provided for in paragraph **[11][e]** above, such D&O or Creditor shall be deemed to have accepted the value of the D&O Claim as set out in the D&O Notice of Acceptance in Whole or in the D&O Notice of Revision or Disallowance.

(g) the Monitor, with the consent of the Purchaser and the D&O affected, may consensually resolve any dispute as to the validity or quantum of a D&O Claim.

NOTICES AND COMMUNICATIONS

[12] **ORDERS** that any notice or other communication to be given under this Order by a D&O or a Creditor to the Monitor, the D&O, the Purchaser or the Petitioners shall be in writing in substantially the form, if any, provided for in this Order and will be sufficiently given only if given by mail, facsimile, courier or other means of electronic communication addressed to:

Monitor:	Ernst & Young Inc.
	Attention: Martin Rosenthal and Jean-Daniel Breton
	E-mail: martin.rosenthal@ca.ey.com jean-daniel.breton@ca.ey.com
	Address: 800 René-Lévesque Blvd. West Suite 1900 Montréal (Québec) H3B 1X9

Monitor's counsel:	Norton Rose Fulbright Canada LLP
	Attention: Sylvain Rigaud
	E-mail: sylvain.rigaud@nortonrosefulbright.com
	Address: 1, Place Ville Marie Suite 2500 Montréal (Québec) H3B 1R1

Petitioner's counsel:	Stikeman Elliott LLP
	Attention: Jean Fontaine Joseph Reynaud
	E-mail: jfontaine@stikeman.com jreynaud@stikeman.com
	Address: 1155 René-Lévesque blvd. West Suite 4000 Montréal (Québec) H3B 3V2

D&O counsel:	Blake, Cassels & Graydon LLP & Mintz, Levin, Cohn, Ferris, Glovsky and Popeo PC
	Attention: Steven J. Weisz John H. Bae
	E-mail: steven.weisz@blakes.com jhbae@mintz.com

	Address: Blake, Cassels & Graydon LLP 199 Bay Street Suite 4000, Commerce Court West Toronto (ON) M5L 1A9 Mintz, Levin, Cohn, Ferris, Glovsky and Popeo PC Chrysler Center 666 Third Avenue New York, NY 10017

Purchaser counsel:	Lavery, de Billy LLP & Goodmans LLP
	Attention: Jean-Yves Simard L. Joseph Latham
	E-mail: jysimard@lavery.ca jlatham@goodmans.ca
	Address: Lavery, de Billy LLP 1 Place Ville-Marie Bureau 4000 Montreal (QC) H3B 4M4 Goodmans LLP Bay Adelaide Centre 333 Bay Street, Suite 3400 Toronto (ON) M5H 2S7

President of the estate of WBPC Company:	Edward Sherrick
	E-mail: EdSherrick@WhiteBirchPaper.com
	Address: 80 Field Point Road Greenwich CT 06830 United States of America

[13] **ORDERS** that any document sent by the Monitor to a Creditor pursuant to this Order may be sent by e-mail, ordinary mail, registered mail, courier or facsimile transmission. A Creditor shall be deemed to have received any document sent pursuant to this Order three (3) Business Days after the document is sent by mail and one (1) Business Day after the document is sent by courier, e-mail or facsimile transmission;

NOTICE OF TRANSFEREES

[14] **ORDERS** that if a Creditor or any subsequent holder of a D&O Claim who has been acknowledged by the Petitioners, the applicable D&O, the Purchaser and the Monitor as the holder of said D&O Claim transfers or assigns that D&O Claim to another Person, none of

the Petitioners, the applicable D&O, the Purchaser or the Monitor shall be required to give notice to or otherwise deal with the transferee or assignee of the D&O Claim as the holder of such D&O Claim, unless and until actual notice of transfer or assignment, together with satisfactory evidence of such transfer or assignment, has been delivered to the Petitioners, the applicable D&O, the Purchaser and the Monitor, and thereafter, such transferee or assignee shall, for all purposes hereof, constitute the holder of such D&O Claim and shall be bound by notices given and steps taken in respect of such D&O Claim in accordance with the provisions of this Order;

FOREIGN PROCEEDINGS

[15] **ORDERS** that White Birch Paper Company shall have the power and authority, in its role as Foreign Representative (as defined in the Initial Order), to apply to the U.S. Court for an order in respect of the Petitioners, pursuant to Chapter 15 of the United States Bankruptcy Code, for the purpose of having this Order recognised by the U.S. Court;

GENERAL PROVISIONS

[16] ORDERS that the Letter of Credit (said term as defined in the Motion to Establish a Claims Process with Regard to Post-Filing Claims Against Directors and Officers dated January 14, 2014) shall not be released, amended or cancelled until all D&O Proven Claims, if any, have been determined in accordance with this Claims Procedure Order and paid in full from the amounts payable under the Letter of Credit; provided that upon completion of the D&O Claims Process and payment of the lesser of $10,000,000 or the amount of all D&O Proven Claims, the Letter of Credit and the accompanying indemnity from the Purchaser shall be fully and finally released, discharged and considered at an end.

[17] **ORDERS** that in the event that the day on which any notice or communication required to be delivered pursuant to this Order is not a Business Day then such notice or communication shall be required to be delivered on the next Business Day;

[18] **ORDERS** that the forms of notice to be provided in accordance with this Claims Procedure Order shall constitute good and sufficient service and delivery of notice of this D&O Claims Procedure Order and the D&O Claims Bar Date on all Persons who may be entitled to receive notice and who may assert a D&O Claim and no other notice or service need be given or made and no other documents or material need be sent to or served upon any Person who may assert a D&O Claim.

[19] **ORDERS** that notwithstanding any other provision of this Order, the solicitation by the Monitor and the Petitioners of D&O Proofs of Claim, and the filing by any Person of any D&O Proof of Claim shall not, for that reason only, grant any Person any standing or rights under any proposed Plan, nor constitute an admission by the Petitioners that a D&O Proven Claim exists;

[20] **ORDERS** that references in this Order to the singular include the plural, to the plural include the singular and to any gender include the other gender;

[21] **ORDERS** that the Monitor may apply to this Court, on notice to the Purchaser, the D&O and the Petitioners, for advice and directions in connection with the discharge or variation of its powers and duties under this Order;

[22] **ORDERS** that notwithstanding the terms of this Order, the Purchaser, the Petitioners and the D&O may apply to this Court, from time to time, for directions from this Court with

respect to the claims process set forth pursuant to this Order, or for such further Order(s), as any of them may consider necessary or desirable to amend, supplement or clarify the terms of this Order;

[23] **ORDERS** the provisional execution of this Order notwithstanding appeal;

THE WHOLE WITHOUT COSTS, except in case of contestation.

MONTREAL, this _____ day of February, 2014

THE HONOURABLE ROBERT MONGEON, J.S.C.

SCHEDULE A

D&O MAILING NOTICE TO CREDITORS

(VERSION FRANÇAISE)

[EN-TÊTE ERNST & YOUNG]

Le ● 2014

Aux créanciers de Compagnie de Papier White Birch (aujourd'hui « Succession Compagnie WBPC ») et de certaines de ses filiales et sociétés affiliées[1] (les « Sociétés » ou « WB »)

Objet : Procédure faire valoir des réclamations contre les administrateurs ou dirigeants pour des faits survenus lors du ou après le dépôt des procédures en vertu de la *Loi sur les arrangements avec les créanciers des compagnies*[2] (la « LACC ») le 24 février 2010

Nous vous écrivons aujourd'hui en notre qualité de Contrôleur nommé par la Cour supérieure du Québec pour le district judiciaire de Montréal, siégeant en Chambre commerciale (le « **Tribunal** »), dans l'affaire mentionnée en titre.

Réclamations contre les administrateurs ou dirigeants

Vous vous souviendrez qu'une procédure relative aux réclamations a été mise en œuvre par les Sociétés en conformité avec une ordonnance rendue par le Tribunal le 6 mai 2010. La procédure décrite dans la présente lettre ne remplace pas la procédure qui a été mise en œuvre par le passé. Vous n'avez pas à déposer à nouveau une preuve de réclamation contre les Sociétés, à moins que votre réclamation n'ait changé.

La procédure décrite dans la présente lettre est limitée à identifier et faire valoir les réclamations que certains créanciers pourraient faire valoir contre les administrateurs et dirigeants de WB, en cette qualité, **relativement à des faits survenus le ou après le 24 février 2010,** et la procédure décrite dans la présente lettre s'appliquera uniquement aux réclamations décrites dans l'Ordonnance relative à la Procédure de réclamation A&D (telle que définie ci-après) (chacune une « **Réclamation A&D** »).

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[1] Les entités visées par l'Ordonnance initiale sont les suivantes (les noms actuels de ces entités sont indiqués entre guillemets): White Birch Paper Holding Company (« Estate WBPHC Company »), Compagnie de Papier White Birch (« Succession Compagnie WBPC »), Commandité Stadacona Inc. (« Succession SGPI »), La Compagnie de Papier Épinette Noire Inc. (« Estate BSPI Inc. »), Commandité F.F. Soucy Inc. (« Succession FFSGPI »), 3120772 Nova Scotia Company, Arrimage de Gros Cacouna Inc. (« Succession GCSI »), Papier Masson Ltée (« Succession PML Inc. »), Stadacona S.E.C. (« SSEC S.E.C. »), F.F. Soucy S.E.C. (« FFS S.E.C. ») et F.F. Soucy, Inc. et associés, Société en commandite (« FFSIA S.E.C. »).

[2] L.R.C. 1985, ch. C-36, dans sa version modifiée.

Procédure de réclamation A&D

Sur ordonnance de l'honorable juge Robert Mongeon, j.c.s., rendue en vertu de la LACC le ● 2014 (l'« **Ordonnance relative à la Procédure de réclamation A&D** »), dont copie peut être obtenue sur le site web du Contrôleur au www.ey.com/ca/WhiteBirch, WB a été autorisée à entreprendre une procédure de réclamation aux fins de déterminer, régler ou éteindre les réclamations contre les administrateurs et dirigeants de WB relativement à des faits survenus le ou après le 24 février 2010 (la « **Procédure de réclamation A&D** »).

La Procédure de réclamation A&D s'adresse à toute personne croyant avoir une Réclamation A&D de quelque nature que ce soit à l'encontre d'un administrateur ou dirigeant de WB sous la LACC.

Trousse de réclamation A&D

Une trousse de réclamation (chacune une « **Trousse de Réclamation A&D** ») comprenant une copie de la présente lettre, l'Ordonnance relative à la Procédure de réclamation A&D, un formulaire de preuve de réclamation (« **Preuve de réclamation A&D** »)[3] et une feuille de directives pour vous aider à le remplir, peut être obtenue sur le site web du Contrôleur au www.ey.com/ca/WhiteBirch. Une trousse de réclamation A&D peut aussi être obtenue en communiquant avec le bureau du Contrôleur, au (514) 879-6884 ou par télécopieur au (514) 395-4933 en indiquant votre nom, adresse, numéro de télécopieur ou adresse électronique. Lorsque le Contrôleur disposera de ces renseignements, il vous enverra dès que possible un autre formulaire de Preuve de réclamation A&D ou une Trousse de réclamation A&D.

Si vous croyez avoir une Réclamation A&D contre un administrateur ou dirigeant de WB, nous vous demandons de bien vouloir remplir la Preuve de réclamation A&D et de nous la retourner dès que possible, mais, dans tous les cas, au plus tard à la Date limite de réclamation A&D (comme définie ci-après).

Pour toute question se rapportant à la Procédure de réclamation A&D, veuillez communiquer avec Ernst & Young Inc., Contrôleur nommé par le Tribunal, à l'adresse indiquée ci-dessous.

Tous les avis et demandes de renseignements se rapportant à la Procédure de réclamation A&D doivent être adressés comme suit :

Ernst & Young Inc., Contrôleur nommé par
le Tribunal de Succession Compagnie WBPC et al.
800, boul. René-Lévesque Ouest, Bureau 1900
Montréal (Québec) H3B 1X9

Objet : Réclamations WB

Téléphone : 514 879 6884,
Télécopieur : 514 395 4933

[3] Dans les présentes ou dans la Preuve de réclamation A&D, les termes débutant par une lettre majuscule qui n'y sont pas définis doivent recevoir le sens qui leur est donné dans l'Ordonnance relative à la Procédure de réclamation A&D.

Pour les Créanciers présentant une Preuve de réclamation A&D

Si vous croyez avoir une Réclamation A&D contre un administrateur ou dirigeant de WB, vous devrez déposer une Preuve de réclamation A&D dûment remplie auprès du Contrôleur. Toute Preuve de réclamation A&D devra être reçue par le Contrôleur au plus tard à 17h00 (heure de Montréal) le 11 avril 2014 (« **Date limite de réclamation A&D** »), à moins que le Tribunal n'ordonne que la Preuve de réclamation A&D soit acceptée après cette date, à défaut de quoi vous perdrez à jamais le droit de faire valoir une Réclamation A&D contre les administrateurs ou dirigeants de WB et de recevoir dans le cadre de tout plan d'arrangement éventuel de WB une distribution en lien avec ladite Réclamation A&D.

Il incombera à chaque créancier d'obtenir au besoin une preuve de la livraison de ladite Preuve de réclamation A&D par le mode de livraison de son choix. Le Contrôleur ne donnera aucun accusé de réception.

Pour les Créanciers aux États-Unis

Il n'y aura aucune procédure de réclamation A&D distincte pour les créanciers américains des entités visées par la procédure en vertu de la LACC. Certaines des entités du groupe WB[4] ont demandé et obtenu des mesures de reconnaissance aux termes du chapitre 15 du *Bankruptcy Code* des États-Unis[5]. Dans le cadre de ladite procédure, l'Ordonnance relative à la Procédure de réclamation A&D est en voie d'être reconnue en vertu du chapitre 15 du *Bankruptcy Code* des États-Unis, et tous les créanciers américains de ces entités seront par la suite liés par l'Ordonnance relative à la Procédure de réclamation A&D.

La procédure exposée aux présentes et l'Ordonnance relative à la Procédure de réclamation ne visent pas les créanciers de Estate BipCo LLC (anciennement Bear Island Paper Company, LLC) (« **BipCo** »). BipCo est une filiale de Succession WBPC qui exerce ses activités aux États-Unis. BipCo n'est pas une compagnie débitrice dans le cadre de la procédure en vertu de la LACC, ayant plutôt intenté sa propre procédure de réorganisation en vertu du chapitre 11 du *Bankruptcy Code* des États-Unis. Pour en savoir plus sur BipCo, nous vous invitons à consulter le site web de l'agent des réclamations nommé dans le cadre de sa procédure de réorganisation à l'adresse www.gardencitygroup.com/cases/bip/.

Dépôt de la Preuve de réclamation A&D

Pour ceux qui croient détenir une réclamation contre les administrateurs et les dirigeants de WB relativement à des faits survenus le ou après le 24 février 2010, nous ne pouvons trop insister sur l'importance de remplir et de nous retourner la Preuve de réclamation A&D avant la Date limite de réclamation A&D.

Nous espérons que vous trouverez le tout conforme, et nous vous invitons à communiquer avec nous si vous avez des questions concernant la Procédure de réclamation A&D.

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[4] Les entités qui ont demandé et obtenu des mesures d'allégement en vertu du chapitre 15 du *Bankruptcy Code* des États-Unis sont Succession WBPC, Succession SGPI, Succession PML Inc., SSEC S.E.C., FFS S.E.C. et FFSIA S.E.C.

[5] U.S. Code, Title 11.

Veuillez recevoir nos salutations distinguées.

ERNST & YOUNG INC.
Contrôleur nommé par le Tribunal dans l'affaire du
plan d'arrangement proposé de
Succession Compagnie WBPC et al.

Par : Martin Rosenthal, CPA, CA, CIRP
Premier vice-président

SCHEDULE A

D&O MAILING NOTICE TO CREDITORS

(ENGLISH VERSION)

[ERNST & YOUNG LETTERHEAD]

●, 2014

To the Creditors of White Birch Paper Company (now known as "Estate WBPC Company") and various subsidiaries and affiliates[1] (the "Companies" or "WB")

Re: Procedure for filing claims against directors or officers in connection with facts arising on or after the filing of proceedings under the *Companies' Creditors Arrangement Act*[2] ("CCAA") on February 24, 2010

We are writing to you today in our capacity as Monitor appointed by the Superior Court of Quebec for the judicial district of Montreal, sitting in Commercial division (the "**Court**"), in the above-captioned matter.

D&O Claims

You may recall that a claims process was undertaken by the Companies pursuant to an order of the Court made on May 6th, 2010. The process described in the present letter does not replace or supersede the claims process that was undertaken at that time. Your claim filed in connection with the said claims process does not need to be re-filed or resubmitted, unless it has changed.

The process described in the present letter is limited to identifying and asserting claims that creditors have or may have against the directors and officers of WB, in that capacity, **in connection with facts arising on or after February 24th, 2010,** and the process described in this letter addresses specific claims as described in the D&O Claims Procedure Order (defined later in this text) (each a "**D&O Claim**").

D&O Claims Procedure

By order of the Honourable Robert Mongeon j.s.c. issued under the CCAA on ● 2014 (the "**D&O Claims Procedure Order**"), a copy of which can be obtained from the Monitor's website at www.ey.com/ca/WhiteBirch, WB has been authorized to conduct a claims procedure for the identification,

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[1] The names of the entities subject to the Initial Order are the following (their present names are in quotation marks): White Birch Paper Holding Company ("Estate WBPHC Company"), White Birch Paper Company ("Estate WBPC Company"), Stadacona General Partner Inc. ("Estate SGPI Inc."), Black Spruce Paper Inc. ("Estate BSPI Inc."), F.F. Soucy General Partner Inc. ("Estate FFSGPI Inc."), 3120772 Nova Scotia Company, Arrimage De Gros Cacouna Inc. ("Estate GCSI Inc."), Papier Masson Ltée. ("Estate PML Inc."), Stadacona L.P. ("SSEC L.P."), F.F. Soucy L.P. ("FFS L.P.") and F.F. Soucy, Inc. & Partners, Limited Partnership ("FFSIA L.P.").

[2] R.S.C 1985, c. C-36, as amended.

resolution and barring of claims against directors and officers of WB in connection with facts arising on or after February 24, 2010 (the "**D&O Claims Procedure**").

The D&O Claims Procedure is intended for any person asserting a D&O Claim of any kind whatsoever (as defined in the D&O Claims Procedure Order) against any director or officer of WB, in that capacity.

D&O Claims Package

A claims package (each a "**D&O Claims Package**"), comprised of a copy of this notice, the D&O Claims Procedure Order, a form of a proof of claim ("**D&O Proof of Claim**") [3], and an instruction sheet to assist you in completing same, can be obtained from the Monitor's website at www.ey.com/ca/WhiteBirch. A D&O Claims Package can also be obtained by contacting the Monitor by telephone at 1-514-879-6884 or by fax 514-395-4933 and by providing particulars as to your name, address, facsimile number and/or e-mail address. Once the Monitor has this information, you will receive, as soon as practicable, an additional D&O Proof of Claim form or a D&O Claims Package.

If you believe that you have a D&O Claim against a director or officer of WB, or all of them, we ask that you kindly complete and return to us the D&O Proof of Claim at your earliest convenience, and in any event no later than the D&O Claims Bar Date (as defined hereinafter).

If you have any questions regarding the D&O Claims Procedure, please contact Ernst & Young Inc., the Court-appointed Monitor, at the address provided below.

All notices and enquiries with respect to the D&O Claims Procedure should be addressed to:

Ernst & Young Inc., Court-appointed Monitor
of Estate WBPC Company et al.
800, Boul. René-Lévesque West
Suite 1900
Montréal, Québec H3B 1X9

Attention: WB claims

Telephone: 514-879-6884
Telecopier: 514-395-4933

For Creditors Submitting a D&O Proof of Claim

If you believe that you have a D&O Claim against a director or officer of WB, you will have to file with the Monitor a duly completed D&O Proof of Claim. D&O Claims must be received by the Monitor at the latest by 5:00 p.m. (Montréal Time) on April 11th, 2014 (the "**D&O Claims Bar Date**"), unless the Court orders that the D&O Proof of Claim be accepted after that date, failing which you will be forever barred from advancing a D&O Claim against directors or officers of WB and from receiving a distribution under any plan of arrangement on account of such D&O Claim.

Creditors shall be responsible for obtaining proof of delivery, if required, of such D&O Proof of Claim through their choice of delivery method. No acknowledgement of receipt will be provided by the Monitor.

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[3] Defined terms herein or in the D&O Proof of Claim form which are not defined herein or in the D&O Proof of Claim form shall have the meaning ascribed thereto in the D&O Claims Procedure Order.

For Creditors in the U.S.

There will not be a separate D&O claims procedure for the U.S. creditors of the entities affected by the CCAA proceedings. Some of the entities in the WB group[4] have sought and obtained relief under Chapter 15 of the *U.S. Bankruptcy Code*[5]. The D&O Claims Procedure Order is in the process of being recognized pursuant to Chapter 15 of the *U.S. Bankruptcy Code*, in connection with the proceedings initiated by these entities, and thereafter all U.S. creditors of these entities shall be bound by the D&O Claims Procedure Order.

The proceedings herein and the D&O Claims Procedure Order do not affect the creditors of Estate BipCo LLC (f.k.a. Bear Island Paper Company, LLC) ("**BipCo**"). BipCo is a subsidiary of Estate WBPC Company with activities in the U.S. BipCo is not an applicant in the proceedings under the CCAA, and has commenced its own restructuring proceedings under Chapter 11 of the *U.S. Bankruptcy Code*. For information regarding Bear Island, please consult the website of the claims agent appointed in its restructuring proceedings, at www.gardencitygroup.com/cases/bip/.

Filing the D&O Proof of Claim

Again, if you believe that you have a claim against the directors and officers of WB relating to facts arising on or after February 24, 2010, we cannot stress enough the importance of completing and returning to us the D&O Proof of Claim before the D&O Claims Bar Date.

We trust you will find the foregoing satisfactory. Please do not hesitate to contact us if you have any question regarding the Claims Procedure.

Yours very truly,

ERNST & YOUNG INC.
in its capacity as Court appointed Monitor in the matter of
the proposed plan of arrangement of Estate WBPC Company et al.

Per: Martin Rosenthal, CPA, CA, CIRP
Senior Vice President

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[4] The entities which requested relief under Chapter 15 of the Code are Estate WBPC Company, Estate SGPI, Estate PML Inc., SSEC L.P., FFS L.P., and FFSIA L.P.

[5] U.S. Code, Title 11.

SCHEDULE B

D&O NEWSPAPER NOTICE TO CREDITORS

(VERSION FRANÇAISE)

AVIS AUX CRÉANCIERS DE
COMPAGNIE DE PAPIER WHITE BIRCH ET DE CERTAINES DE SES FILIALES

AVIS DE LA PROCÉDURE DE RÉCLAMATION CONTRE LES ADMINISTRATEURS ET DIRIGEANTS DE COMPAGNIE DE PAPIER WHITE BIRCH (AUJOURD'HUI « SUCCESSION COMPAGNIE WBPC ») ET À CERTAINES FILIALES ET SOCIÉTÉS AFFILIÉES (COLLECTIVEMENT « WB ») POUR DES FAITS SURVENUS LORS DU OU APRÈS LE DÉPÔT DES PROCÉDURES EN VERTU DE LA À LA LOI SUR LES ARRANGEMENT*S AVEC LES CRÉANCIERS DES COMPAGNIES* (« LACC ») LE 24 FÉVRIER 2010

Le numéro de dossier de Cour attribué à cette procédure est le **500-11-038474-108**. Les entités visées par l'Ordonnance initiale rendue le 24 février 2010 sont les suivantes (les noms actuels de ces entités sont indiqués entre guillemets): White Birch Paper Holding Company (« Estate WBPHC Company »), Compagnie de Papier White Birch (« Succession Compagnie WBPC »), Commandité Stadacona Inc. (« Succession SGPI »), La Compagnie de Papier Épinette Noire Inc. (« Estate BSPI Inc. »), Commandité F.F. Soucy Inc. (« Succession FFSGPI »), 3120772 Nova Scotia Company, Arrimage de Gros Cacouna Inc. (« Succession GCSI »), Papier Masson Ltée (« Succession PML Inc. »), Stadacona S.E.C. (« SSEC S.E.C. »), F.F. Soucy S.E.C. (« FFS S.E.C. ») et F.F. Soucy, Inc. et associés, Société en commandite (« FFSIA S.E.C. »).

PAR LES PRÉSENTES AVIS EST DONNÉ que le ● 2014, la Cour supérieure du Québec pour le district judiciaire de Montréal, siégeant en Chambre commerciale (le « **Tribunal** »), a rendu une ordonnance établissant une procédure de réclamation aux fins de déterminer, régler ou éteindre les réclamations contre les administrateurs et dirigeants de WB relativement à des faits survenus le ou après le 24 février 2010 (l'« **Ordonnance relative à la Procédure de réclamation A&D** ») et a ordonné qu'Ernst & Young Inc., à titre de Contrôleur nommé par le Tribunal (le « **Contrôleur** »), envoie des formulaires de preuve de réclamation aux personnes visées à ladite ordonnance. Toute personne qui croit avoir une réclamation contre un administrateur ou dirigeant de WB sujette à l'Ordonnance relative à la procédure de réclamation A&D (chacune une « **Réclamation A&D** »), devra soumettre une preuve de réclamation (« **Preuve de Réclamation A&D** ») au Contrôleur de manière à ce qu'elle lui parvienne au plus tard à 17h00 (heure de Montréal) le 11 avril 2014 (la « **Date limite de réclamation A&D** »), à défaut de quoi elle perdra à jamais le droit de faire valoir une Réclamation A&D contre les administrateurs ou dirigeants de WB et de recevoir, dans le cadre de tout plan d'arrangement de WB, une distribution en lien avec ladite réclamation.

TOUT DÉFAUT DE SOUMETTRE AU CONTRÔLEUR UNE RÉCLAMATION A&D AURA COMME EFFET D'ÉTEINDRE DE FAÇON DÉFINITIVE TOUTE RÉCLAMATION À L'ÉGARD DES ADMINISTRATEURS ET DIRIGEANTS DE WB.

Des trousses de réclamation et des formulaires de preuve de réclamation seront accessibles sur le site web du

Contrôleur, au www.ey.com/ca/WhiteBirch ou peuvent être obtenus du Contrôleur.

Certaines des entités visées par l'Ordonnance initiale ont demandé et obtenu des mesures de reconnaissance aux termes du chapitre 15 du *Bankruptcy Code* des États-Unis. Il n'y aura pas de procédure de réclamation A&D distincte pour les créanciers américains des entités visées par l'Ordonnance initiale. L'Ordonnance relative à la Procédure de réclamation A&D est en voie d'être reconnue par le tribunal américain en vertu du chapitre 15 du *Bankruptcy Code* des États-Unis, et tous les créanciers américains seront par la suite liés par l'Ordonnance relative à la Procédure de réclamation A&D.

Montréal, le ● 2014.

Ernst & Young Inc., Contrôleur nommé par le Tribunal
dans l'Affaire du plan d'arrangement et de compromis de
Succession Compagnie WBPC et al.
800, boul. René-Lévesque Ouest, bureau 1900
Montréal (Québec) H3B 1X9
Téléphone : 514 875 6060
Télécopieur : 514 395 4933

Logo - Ernst & Young

SCHEDULE B

D&O NEWSPAPER NOTICE TO CREDITORS

(ENGLISH VERSION)

NOTICE TO CREDITORS OF WHITE BIRCH PAPER COMPANY AND VARIOUS SUBSIDIARIES AND AFFILIATES

NOTICE OF THE D&O CLAIMS PROCEDURE FOR WHITE BIRCH PAPER COMPANY (NOW KNOWN AS "ESTATE WBPC COMPANY") AND VARIOUS SUBSIDIARIES AND AFFILIATES, (COLLECTIVELY "WB") IN CONNECTION WITH FACTS ARISING ON OR AFTER THE FILING OF PROCEEDINGS UNDER THE *COMPANIES' CREDITORS ARRANGEMENT ACT* ("CCAA") ON FEBRUARY 24, 2010

The Court number assigned to these proceedings is **500-11-038474-108**. The entities affected by the Initial Order rendered on February 24, 2010 are the following (their present names are in quotation marks): White Birch Paper Holding Company ("Estate WBPHC Company"), White Birch Paper Company ("Estate WBPC Company"), Stadacona General Partner Inc. ("Estate SGPI Inc."), Black Spruce Paper Inc. ("Estate BSPI Inc."), F.F. Soucy General Partner Inc. ("Estate FFSGPI Inc."), 3120772 Nova Scotia Company, Arrimage De Gros Cacouna Inc. ("Estate GCSI Inc."), Papier Masson Ltée. ("Estate PML Inc."), Stadacona L.P. ("SSEC L.P."), F.F. Soucy L.P. ("FFS L.P.") and F.F. Soucy, Inc. & Partners, Limited Partnership ("FFSIA L.P.").

PLEASE TAKE NOTICE that on ●, 2014, the Superior Court of Quebec for the judicial district of Montreal, sitting in Commercial division (the "**Court**"), issued an order establishing a claims procedure for the identification, resolution and barring of claims against the directors and officers of WB in connection with facts arising on or after February 24th, 2010 (the "**D&O Claims Procedure Order**") and ordered that Ernst & Young Inc., in its capacity as Court-appointed Monitor of WB (the "**Monitor**"), send proof of claim forms to each known creditor of WB. Any Person who believes that it has a claim against the directors or officers of WB which is subject to the D&O Claims Procedure Order (each a "**D&O Claim**"), must submit a proof of claim to the Monitor to be received at the latest by 5:00 p.m. (Montréal Time) on April 11, 2014 (the "**D&O Claims Bar Date**"), failing which such person will be forever barred from advancing a D&O Claim against the directors or officers of WB or from receiving any distribution under any plan of arrangement of WB on account of such claim.

D&O CLAIMS WHICH ARE NOT RECEIVED BY THE MONITOR AS DIRECTED HEREIN ABOVE SHALL BE FOREVER BARRED.

Claims packages and proofs of claim forms can be found on the Monitor's website at www.ey.com/ca/WhiteBirch, or can be obtained from the office of the Monitor.

Some of the entities affected by the Initial Order have requested and obtained relief under Chapter 15 of the U.S. *Bankruptcy Code*. There will not be a separate claims process for U.S. creditors of the entities affected by the Initial Order. The D&O Claims Procedure Order is in the process of being recognized under Chapter 15 of the U.S. *Bankruptcy Code* and thereafter all U.S. creditors shall be bound by the D&O Claims Procedure Order.

Dated at the City of Montréal, this ●th day of ●, 2014.

Ernst & Young Inc., Court-appointed Monitor in the matter of
the proposed plan of compromise and arrangement of
Estate WBPC Company et al.
800 René-Lévesque Blvd. West, Suite 1900
Montréal, QC H3B 1X9
Tel: (514) 875-6060
Fax: (514) 395-4933

Logo - Ernst & Young

SCHEDULE C

D&O PROOF OF CLAIM

(ENGLISH AND FRENCH VERSIONS)

PREUVE DE RÉCLAMATION CONTRE LES ADMINISTRATEURS OU DIRIGEANTS

(voir la feuille de directives ci-jointe)

DANS L'AFFAIRE DU PLAN D'ARRANGEMENT ET DE COMPROMIS DE COMPAGNIE DE PAPIER WHITE BIRCH (AUJOURD'HUI « SUCCESSION COMPAGNIE WBPC ») ET DE CERTAINES FILIALES ET SOCIÉTÉS AFFILIÉES

Informations concernant le créancier/réclamant

Nom du réclamant ______________________________

Adresse postale ______________________________

____

Personne-ressource ____________________ Courriel ____________________

N° de téléphone ____________________ N° de télécopieur ____________________

Cette réclamation a été acquise d'un tiers : Oui ________ Non ________

Si oui, nom du cédant : ______________________________

Adresse du cédant : ______________________________

Date de cession : ______________________________

Je, ____, *(nom du créancier ou de son représentant)* de ____ (*ville et province*)

ATTESTE CE QUI SUIT :

1. J'ai une réclamation contre les administrateurs et dirigeants d'une ou des Débitrices mentionnée(s) ci-dessus pour des faits survenus lors du ou après le dépôt des procédures en vertu de la *Loi sur les arrangements avec les créanciers des compagnies* le 24 février 2010, *ou* je suis ____________________________________ (*précisez le poste ou titre*) de ________________________________ (*nom du créancier*) qui a une réclamation contre les administrateurs et dirigeants d'une ou des Débitrice(s) mentionnée(s) ci-dessus.

2. J'ai une connaissance personnelle de toutes les circonstances entourant la réclamation mentionnée ci-après.

3. Le montant dû au créancier par les administrateurs ou dirigeants d'une ou des Débitrice(s) mentionnée(s) ci-dessus ou par certains d'entre eux, s'élève à ____________________$ tel qu'il appert de l'annexe « A » ci-jointe, et ce montant est toujours dû et impayé en date des présentes.

4. Tous les administrateurs ou dirigeants (*ou* les administrateurs nommés sur l'annexe « B » ci-jointe) sont responsables des montants mentionnés ci-dessus de façon solidaire pour les motifs plus amplement expliqués à l'annexe « B » ci-jointe.

Fait à ____, le ______ e jour de ________________________ 2014.

____
Signature du témoin

____
Signature du créancier (du représentant du créancier)

Numéro de téléphone : ______________________________

Numéro de télécopieur : ______________________________

Adresse électronique : ______________________________

À l'usage exclusif d'Ernst & Young

Numéro de référence de la réclamation __________

#11034993

PROOF OF CLAIM AGAINST DIRECTORS AND OFFICERS

(see accompanying instruction sheet)

IN THE MATTER OF THE PROPOSED PLAN OF ARRANGEMENT AND COMPROMISE OF ESTATE WBPC COMPANY (F.K.A. WHITE BIRCH PAPER COMPANY) AND VARIOUS SUBSIDIARIES AND AFFILIATES

Information concerning the creditor/claimant

Name of claimant ____________________

Full mailing address ____________________

____

Contact person ____________________ e-mail ____________________

Telephone No. ____________________ Fax No. ____________________

This claim has been acquired from another Yes __________ No __________

If yes, Name of assignor: ____________________

Address of assignor: ____________________

Date of assignment: ____________________

I, ____ *(name of creditor or representative of the creditor)*,
of ____ *(city and province)*

DO HEREBY CERTIFY:

1. That I have a claim against the directors or officers of one or more of the Debtors mentioned hereinabove in connection with facts arising on or after the filing of proceedings under the *Companies' Creditors Arrangement Act* on February 24, 2010, or that I am ________________________________ *(state position or title)* of ____ *(name of creditor)* which has a claim against the directors or officers of one or more of the Debtors mentioned hereinabove.

2. That I have personal knowledge of all the circumstances connected with the claim referred to below.

3. The amount due to the creditor by the directors and officers of the above-named Debtor(s) or by certain of the directors and officers, totals $_______________ as appears on the attached Appendix "A" and this amount is still due and owing as of the date hereof,

4. All of the directors and officers (*or* the directors and officers named in Appendix "B" hereof) are solidarily liable for the amount referred to above for the reasons further explained in Appendix "B" hereof.

DATED in the city of __________________________ this ______________ day of ___________________________ 2014.

____________________ *Signature of witness*

____________________ *Signature of creditor (of representative of the creditor)*

Telephone no: (   ) ____________________

Telecopier no: (   ) ____________________

E-mail address: ____________________

For Ernst & Young Inc. use only:

Claim Reference Number

____

#11034993

COMMENT REMPLIR LA PREUVE DE RÉCLAMATION A&D

Veuillez vérifier chacun des points mentionnés afin de remplir correctement les formulaires joints.

PREUVE DE RÉCLAMATION

- Indiquez **l'adresse complète, y compris le code postal,** à laquelle tous les avis ou toutes les lettres devront être envoyés.
- Si le créancier est une personne morale (société), inscrivez la dénomination sociale complète de la société ou de l'entreprise.
- Veuillez inscrire votre nom (ou celui du représentant du créancier), votre ville de résidence et votre province.
- La signature d'un témoin est nécessaire.
- La réclamation doit être **signée par la personne qui la remplit**.

Paragraphe 1

- Précisez **votre poste ou votre titre** si vous remplissez la preuve de réclamation pour une personne morale (société) ou une autre personne.

Paragraphe 3

- Annexez les pièces justifiant le montant de la réclamation, incluant un ou des **relevés de compte détaillés**, indiquant le détail des pièces sur lesquelles se fonde votre réclamation.
- Un affidavit ou une déclaration solennelle peut remplacer les pièces ou les relevés de compte. Si un affidavit ou une déclaration solennelle est fournie, il doit être fait devant une personne habilitée à faire prêter serment ou à recevoir des déclarations solennelles.
- Un relevé de compte n'est pas complet s'il commence par un solde reporté.
- Le total des relevés de compte **doit correspondre** au montant réclamé.

Paragraphe 4

- Un créancier doit indiquer si tous les administrateurs ou dirigeants sont responsables des montants réclamés, ou le cas échéant fournir la liste des administrateurs ou dirigeants qui sont responsables, et le montant pour lequel chaque administrateur ou dirigeant est responsable.
- Un créancier doit donner une explication complète des motifs pour lesquels les administrateurs et dirigeants ou certains d'entre eux seraient responsables des montants réclamés, en indiquant notamment le fondement statutaire pour la responsabilité des administrateurs ou dirigeants, la date à laquelle la réclamation a pris naissance, et les gestes ou manquements reprochés aux administrateurs ou dirigeants qui seraient générateurs d'une responsabilité.
- Il incombe au créancier d'établir sa réclamation. Quoique le Contrôleur se réserve le droit de demander toute explication additionnelle qu'il puisse juger appropriée pour établir le bien-fondé d'une réclamation, il n'a aucune obligation de ce faire. Vous devez vous assurer que l'information produite est complète. Dans l'éventualité où votre réclamation serait rejetée ou révisée et que vous décidiez de contester la décision du Contrôleur quant à votre réclamation, la détermination de votre réclamation, le cas échéant, sera fondée exclusivement sur le matériel mis à la disposition du Contrôleur.

<u>DÉPÔT DE LA PREUVE DE RÉCLAMATION A&D</u>

- Si vous croyez avoir une réclamation contre les administrateurs ou dirigeants des débitrices ou l'une d'entre elles <u>relativement à des faits survenus le ou après le 24 février 2010</u>, vous devrez déposer une preuve de réclamation dûment remplie auprès du Contrôleur. Les réclamations devront être reçues par le Contrôleur au plus tard à 17h00 (heure de Montréal) le 11 avril 2014 (la « **Date limite de réclamation A&D** »), à moins que le Tribunal n'ordonne (sur requête présentée avant cette date) que la preuve de réclamation soit acceptée après cette date, à défaut de quoi vous perdrez à jamais le droit de faire valoir une réclamation contre les administrateurs ou dirigeants des débitrices ou l'une d'entre elles et de recevoir dans le cadre d'un éventuel plan de d'arrangement et de compromis une distribution en lien avec ladite réclamation.
- Les formulaires de preuve de réclamation A&D doivent être envoyés au Contrôleur par la poste, par messager, par télécopieur ou par courriel, de manière à ce qu'ils lui parviennent avant la Date limite de réclamation A&D. Aucun accusé de réception ne sera donné – le réclamant aura la responsabilité de s'assurer et doit être en mesure de démontrer que les formulaires ont bien été transmis. Les formulaires doivent être adressés à Ernst & Young Inc., Contrôleur nommé par le Tribunal de Succession WBPC et al. (objet : Réclamations WB) et doivent être envoyés **par messager ou par la poste** au 800, boul. René-Lévesque Ouest, bureau 1900, Montréal (Québec), H3B 1X9 ou **par télécopieur** au 514 395-4933 ou **par courriel** à WhitebirchPaper@ca.ey.com.

INSTRUCTIONS FOR COMPLETING THE D&O PROOF OF CLAIM

Please check each of the following requirements in order to prepare the attached forms in a complete and accurate manner.

PROOF OF CLAIM

- Give the **complete address, including postal code,** where all notices or correspondence are to be forwarded.
- If the creditor is a corporation, the full and complete legal name of the corporation or firm must be stated.
- Please state your name (or representative of the creditor), city of residence and province.
- The signature of a witness is required.
- The claim must be **signed personally by the individual** completing this proof of claim.

Paragraph (1)

- If you are completing the proof of claim for a corporation or another person, your **position or title**.

Paragraph (3)

- You must attach to the D&O proof of claim the supporting documents that justify your claim including, one or more **detailed statements of account** listing the documents on which your claim is based.
- An affidavit or solemn declaration may replace the supporting documents and detailed statements of accounts. If an affidavit or solemn declaration is attached, it must have been made before a person qualified to take affidavits or solemn declarations.
- A statement of account is not complete if it begins with an amount brought forward.
- The amount of the statements of account **must match** the amount claimed in the proof of claim.

Paragraph (4)

- The creditor must indicate whether all directors and officers are solidarily liable for the amounts claimed, or as the case may be, indicate which directors and officers are liable, and the amount for which each director and officer is liable.
- The creditor must provide a complete explanation of the reasons why the directors and officers (or some of them) are liable for the amounts claimed, indicating the statutory basis for liability, the date on which the claim arose, and the alleged actions or omissions that would trigger a liability.
- The onus is on the creditor to prove the claim. Although the Monitor reserves the right to ask for additional information or explanations as he may consider appropriate in order to assess the claim, he is under no obligation to do so. You must ensure that the information provided is complete in all respects. In the event that the claim is disallowed or revised, and that you decide to contest the Monitor's decision regarding the claim, the assessment of the validity of your claim, as the case may be, will be based only on the material made available to the Monitor.

FILING THE PROOF OF CLAIM

- If you believe that you have a claim against the directors and officers of the debtors in connection with facts arising on or after February 24, 2010, you will have to file with the Monitor a duly completed D&O Proof of Claim. Claims must be received at the latest by 5:00 p.m. (Montréal Time) on April 11, 2014 (the "**D&O Claims Bar Date**"), unless the Court orders (on motion presented before the said date) that the Proof of Claim be accepted after that date, failing which you will be forever barred from advancing a claim against the directors and officers of the debtors and from receiving a distribution under the eventual proposed plan of compromise and arrangement on account of such claim.
- The D&O Proof of Claim forms must be sent to the Monitor by mail, by messenger, by facsimile or by email, so that they are received by the Monitor before the D&O Claims Bar Date. No acknowledgement of receipt will be issued – the claimant remains responsible to ensure and must be able to demonstrate that the forms have been duly transmitted. The forms must be addressed to Ernst & Young Inc., Court appointed Monitor of Estate WBPC Company et al. (attention: WB Claims) and must be sent **by messenger or by mail** at 800, boul. René-Lévesque Ouest, Bureau 1900, Montréal (Québec), H3B 1X9 or **by facsimile** at 514 395-4933 or **by email** at WhitebirchPaper@ca.ey.com.

SCHEDULE D

D&O NOTICE OF REVISION AND DISALLOWANCE

(VERSION FRANÇAISE)

[EN-TÊTE ERNST & YOUNG]

CANADA
PROVINCE DE QUÉBEC
DISTRICT DE MONTRÉAL
NO: 500-11-038474-108

C O U R S U P É R I E U R E
Chambre commerciale
Tribunal désigné aux termes de la Loi sur les arrangements avec les créanciers des compagnies[1]

DANS L'AFFAIRE DU PLAN D'ARRANGEMENT ET DE COMPROMIS DE COMPAGNIE DE PAPIER WHITE BIRCH (AUJOURD'HUI « SUCCESSION COMPAGNIE WBPC ») ET DE CERTAINES DE SES FILIALES ET SOCIÉTÉS AFFILIÉES[2]

DÉBITRICES

AVIS DE RÉVISION OU DE REJET D'UNE RÉCLAMATION A&D

Nom du Créancier :

Envoyé par :

N^{o} de référence :

Conformément au paragraphe 11(c) de l'Ordonnance relative à la procédure des réclamations A&D datée du ● 2014 (l' « **Ordonnance relative à la procédure de réclamation A&D** »), Ernst & Young Inc., à titre de Contrôleur nommé par la Cour supérieure du Québec pour le district judiciaire de Montréal, siégeant en Chambre commerciale (le « **Tribunal** ») de Succession Compagnie WBPC et certaines de ses filiales et sociétés affiliées (« **WB** »), vous avise par les présentes qu'il a analysé votre Preuve de réclamation A&D et qu'il a révisé ou rejeté votre Réclamation A&D pour les motifs énoncés ci-dessous :

	Réclamation telle qu'elle a été remise	**Réclamation révisée**
Montant de la Réclamation		

[1] *Loi sur les arrangements avec les créanciers des compagnies*, L.R.C. 1985, ch. C-36, dans sa version modifiée.

[2] Les entités visées par l'Ordonnance initiale sont les suivantes (les noms actuels de ces entités sont indiqués entre guillemets): White Birch Paper Holding Company (« Estate WBPHC Company »), Compagnie de Papier White Birch (« Succession Compagnie WBPC »), Commandité Stadacona Inc. (« Succession SGPI »), La Compagnie de Papier Épinette Noire Inc. (« Estate BSPI Inc. »), Commandité F.F. Soucy Inc. (« Succession FFSGPI »), 3120772 Nova Scotia Company, Arrimage de Gros Cacouna Inc. (« Succession GCSI »), Papier Masson Ltée (« Succession PML Inc. »), Stadacona S.E.C. (« SSEC S.E.C. »), F.F. Soucy S.E.C. (« FFS S.E.C. ») et F.F. Soucy, Inc. et associés, Société en commandite (« FFSIA S.E.C. »).

Nature de la Réclamation	Postérieure au dépôt des procédures sous la LACC	Postérieure au dépôt des procédures sous la LACC

Motif(s) de la révision ou du rejet :

1.

2.

3.

4.

En raison de ce qui précède, votre Réclamation A&D contre _______________ a été contestée en partie/en entier et a donc été révisée et évaluée à $__________.

Si vous n'êtes pas d'accord avec le présent Avis de révision ou de rejet, veuillez noter ce qui suit :

1. Si vous avez l'intention de contester le présent Avis de révision ou de rejet, vous devrez, dans les quinze (15) jours suivant la date du présent Avis de révision ou de rejet, présenter une requête au tribunal en vue d'en appeler de la décision du Contrôleur concernant votre réclamation, et en signifier une copie aux personnes énumérées au paragraphe 11(e) de l'Ordonnance relative à la procédure de réclamation A&D, et de la façon prévue à cette ordonnance laquelle est accessible sur le site web du Contrôleur au www.ey.com/ca/WhiteBirch.

2. Si vous ne présentez pas une requête tribunal en vue d'en appeler de la décision du Contrôleur concernant votre réclamation et ne la signifiez pas tel que requis dans le délai prescrit indiqué ci-dessus, la détermination de votre réclamation sera réputée être celle indiquée dans le présent Avis de révision ou de rejet.

3. Dans l'éventualité où vous contestez le présent Avis de révision ou de rejet, le Contrôleur et WB se réservent le droit de présenter toute autre demande, requête ou raison qu'ils puissent juger comme étant appropriée.

Adresse aux fins de la signification de l'Avis de contestation :

Ernst & Young Inc., Contrôleur de
Succession WBPC et al. nommé par le Tribunal
800, Boul. René-Lévesque West
Suite 1900
Montréal, Québec, H3B 1X9

Objet : Réclamations WB

SI VOUS N'ENVOYEZ PAS UN AVIS DE CONTESTATION DANS LE DÉLAI PRESCRIT, LE PRÉSENT AVIS DE RÉVISION OU DE REJET VOUS LIERA POUR LES FINS DE VOTE ET/OU DE DISTRIBUTION EN VERTU D'UN ÉVENTUEL PLAN D'ARRANGEMENT OU DE COMPROMIS PROPOSÉ.

Daté à Montréal, ce __________ 2014.

ERNST & YOUNG INC.
À titre de Contrôleur de Succession WBPC et al. nommé par le Tribunal

Par : ____

P.j.

SCHEDULE D

D&O NOTICE OF REVISION AND DISALLOWANCE

(ENGLISH VERSION)

[ERNST & YOUNG LETTERHEAD]

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL
NO: 500-11-038474-108

S U P E R I O R C O U R T
Commercial Division
Designated tribunal under the Companies' Creditors Arrangement Act[1]

IN THE MATTER OF THE PROPOSED PLAN OF ARRANGEMENT AND COMPROMISE OF WHITE BIRCH PAPER COMPANY (NOW KNOWN AS "ESTATE WBPC COMPANY") AND VARIOUS SUBSIDIARIES AND AFFILIATES[2]

DEBTORS

NOTICE OF REVISION OR DISALLOWANCE OF A D&O PROOF OF CLAIM

Name of Creditor:

Sent VIA

Reference #:

Pursuant to paragraph 11(c) of the Order Establishing the D&O Claims Process dated ●, 2014 (the "**D&O Claims Procedure Order**"), Ernst & Young Inc. in its capacity as Court-appointed Monitor of Estate WBPC Company and certain of its subsidiaries and affiliates ("**WB**"), hereby gives you notice that it has reviewed your D&O Proof of Claim against the directors or officers of WB and has revised your D&O Claim as follows, for the reasons outlined below:

	Claim as Submitted	**Revised Claim**
Amount of claim		
Nature of claim	Post-filing	Post-filing

1 *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended.

2 The names of the entities subject to the Initial Order are the following (their present names are in quotation marks): White Birch Paper Holding Company ("Estate WBPHC Company"), White Birch Paper Company ("Estate WBPC Company"), Stadacona General Partner Inc. ("Estate SGPI Inc."), Black Spruce Paper Inc. ("Estate BSPI Inc."), F.F. Soucy General Partner Inc. ("Estate FFSGPI Inc."), 3120772 Nova Scotia Company, Arrimage De Gros Cacouna Inc. ("Estate GCSI Inc."), Papier Masson Ltée. ("Estate PML Inc."), Stadacona L.P. ("SSEC L.P."), F.F. Soucy L.P. ("FFS L.P.") and F.F. Soucy, Inc. & Partners, Limited Partnership ("FFSIA L.P.").

Reason(s) for the Revision or Disallowance:

1.

2.

3.

As a result, your D&O Claim against ___________ has been disallowed in part (or in full) and valued at $________.

If you do not agree with this Notice of Revision or Disallowance please take notice of the following:

1. If you intend to dispute this Notice of Revision or Disallowance, you must, within fifteen (15) days of the date of this Notice of Revision or Disallowance, apply to Court to appeal the Monitor's decision regarding the claim, and you must serve a notice of this appeal to all persons listed in paragraph 11(e) of the D&O Claims Procedure Order, in the manner set out therein. The D&O Claims Procedure Order may be found on the Monitor's website at www.ey.com/ca/WhiteBirch.

2. If you do not apply to Court to appeal the Monitor's decision regarding the claim and serve notice thereof within the above prescribed time period, the determination of your D&O Claim shall be deemed to be as set out in this Notice of Revision or Disallowance.

3. In the event you appeal this Notice of Revision or Disallowance, the Monitor and WB reserve the right to present any other application, request or reason that they may consider appropriate.

Address for Service of the Notice of Dispute:

Ernst & Young Inc., Court-appointed Monitor
of Estate WBPC Company et al.
800, Boul. René-Lévesque West
Suite 1900
Montréal, Québec, H3B 1X9

Attention: WB Claims

IF YOU FAIL TO FILE AN APPEAL IN RESPECT OF THE PRESENT NOTICE OF REVISION OR DISALLOWANCE WITHIN THE PRESCRIBED TIME PERIOD, THIS NOTICE OF REVISION OR DISALLOWANCE WILL BE BINDING UPON YOU FOR VOTING AND/OR DISTRIBUTION PURPOSES UNDER ANY PLAN OF ARRANGEMENT OR COMPROMISE.

Dated at Montreal this _____ day of ______, 2014.

ERNST & YOUNG INC.
In its capacity as Court-appointed Monitor of
Estate WBPC Company et al.

Per: ______________________________________

Encl.

*****