Borden Ladner Gervais
LAWYERS • PATENT AND TRADE-MARK AGENTS
1000 de La Gauchetière Street West, Suite 900
Montreal, Quebec, Canada H3B 5H4
Telephone: (514) 879-1212 Telecopier: (514) 954-1905
WEB SITE: www.blgcanada.com

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NAME:	PARTNERSHIP:	TELEPHONE:	TELECOPIER:
Me Jean Fontaine	STIKEMAN ELLIOT LLP Counsel for Debtors	(514) 397-3337	**(514) 397-3487**
Me Matthew Liben	STIKEMAN ELLIOT LLP Counsel for Debtors	(514) 397-3115	**(514) 397-3222**
Me Louis Gouin	OGILVY RENAULT, LLP Monitor's Counsels	(514) 847-4425	**(514) 286-5474**
Me Sandra Abitan	Osler Hoskin & Harcourt LLP Interim Finance Parties' counsel	(514) 904-5648	**(514) 904-8101**
Mr. Marc s. Wasserman	Osler Hoskin & Harcourt LLP Interim Finance Parties' counsel	(416) 862-4908	**(416) 862-6666**

FROM: **NAME:** Me Marc Duchesne Telephone: (514) 954-3102
Me Mathieu Lévesque Telephone: (514)-954-3122

TELECOPIER: 514-954-1905
OUR FILE: 287638-000002

Notice
If this fax is sent to you by error, please inform the sender immediately by calling the telephone number indicated above and please return the original of the transmitted document by mail without making a copy. Thank you.

SUPERIOR COURT (Commercial Division) / *The Companies' Creditors Arrangement Act*
DISTRICT OF MONTREAL
No.: 500-11-038474-108

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

White Birch Paper Holding Company & als. Debtors

-and –
Ernst & Young Inc. Monitor

-and –
Stadacona Limited Partnership & als. Mis en Cause

-and-
Official Committee of Unsecured Creditors of Bear Island Paper Company, L.L.C., Petitioner

Nature: **Petition to amend the Initial Order issued by this Honourable Court on February 24, 2010 in virtue of the *Companies' Creditors Arrangement Act* ("CCAA"), Affidavit, Notice of Presentation, List of Exhibits, Exhibits R-1, R-2, R-3**

If you have not received all the pages, please call **Jocelyne Bérard** at **(514) 954-2555** extension **22317** as soon as possible.

CANADA

PROVINCE OF QUEBEC
DISTRICT OF MONTREAL

No.: 500-11-038474-108

SUPERIOR COURT
(Commercial Division)

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

Mis en Cause

-and -

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF BEAR ISLAND PAPER COMPANY, L.L.C., a legal entity created under the United States Bankruptcy Code, Riverfront Plaza, East Tower, 951 East Byrd Street, Richmond, Virginia, 23219, U.S.A.

Petitioner

PETITION TO AMEND THE INITIAL ORDER ISSUED BY THIS HONOURABLE COURT ON FEBRUARY 24, 2010 IN VIRTUE OF THE COMPANIES' CREDITORS ARRANGEMENT ACT ("CCAA")

TO ONE OF THE HONOURABLE JUDGES OF THE SUPERIOR COURT, SITTING IN COMMERCIAL DIVISION, IN AND FOR THE JUDICIAL DISTRICT OF MONTREAL, THE PETITIONER, THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF BEAR ISLAND PAPER COMPANY, L.L.C. (THE "OFFICIAL COMMITTEE"), RESPECTFULLY SUBMITS THE FOLLOWING:

1. On February 24, 2010, the Debtors filed a Motion for the issuance of an initial order (the "**Initial Order**"), which was granted on the same day by this Honourable Court;

2. Also on February 24, 2010, Bear Island Paper Company, L.L.C. ("**Bear Island**"), a Virginia company and a subsidiary of Debtor White Birch Paper Company, filed a voluntary petition under Chapter 11 of the United States Bankruptcy Code ("**U.S. Bankruptcy Code**") in the United States bankruptcy court for the Eastern District of Virginia (the "**U.S. Bankruptcy Court**");

3. On February 24, 2010, Bear Island filed a motion in the Bankruptcy Court for interim and final approval for Bear Island to enter into the Interim Financing Credit Agreement discussed in Paragraph 7 below;

4. On February 26, 2010, the U.S. Bankruptcy Court issued an Interim Order granting Bear Island interim approval to enter into the Interim Financing Credit Agreement;

5. The present Petitioner, the Official Committee, was created pursuant to section 1102 of the U.S. Bankruptcy Code and appointed by the Assistant U.S. Trustee on March 3, 2010, as appears from a copy of said Appointment as well as per the Appearance filed by the Official Committee before the U.S. Bankruptcy Court communicated herewith in support hereof as **Exhibit R-1**;

6. The Official Committee represents the interests of all unsecured creditors of Bear Island and is authorized pursuant to section 1103 of the U.S. Bankruptcy Code to act in the interests of the unsecured creditors of Bear Island;

7. The Motion filed by the Debtors in the present file to obtain the Initial Order (the "**Motion**") seeks the authorization for the borrowers specified in the Interim Financing Credit Agreement filed as Exhibit R-3 in support of the Motion to borrow a maximum amount of $140,000,000 under interim financing facilities secured by first ranking charges;

8. Bear Island is one of the borrowers of the Interim Financing Credit Agreement;

9. The Official Committee wishes to contest several aspects of the terms and conditions of the Interim Financing Credit Agreement as well as its consequences for the unsecured creditors of Bear Island before the U.S. Bankruptcy Court;

10. The Official Committee will file and detail its grounds of contestation on or before March 15, 2010, or any other date as may be agreed upon between the parties or by the U.S. Bankruptcy Court, which will be filed in support of the present motion, when available, as **Exhibit R-2**;

11. A hearing has already been set for March 22, 2010, to debate the Official Committee's contestation before the U.S. Bankruptcy Court;

12. Paragraph 36 of the Initial Order provides that any party wishing to vary, rescind or otherwise affect paragraphs 28 to 35 of the Initial Order pertaining to the interim financing "DIP" shall serve and present an application by no later than March 19, 2010;

13. In light of the debate to be held in the U.S. Bankruptcy Court on March 22, 2010, Petitioner hereby requests that the date specified in paragraph 36 of the Initial Order be modified by March 24, 2010;

14. The Initial Order has to be so amended in order to ensure a proper coordination of the Interim Financing Credit Agreement between the restructuring under the CCAA and under Chapter 11;

15. It is capital that the U.S. Bankruptcy Court does not consider that the Interim Financing Credit Agreement has been formally ratified by the Superior Court of Quebec while the contestation in the U.S. is still pending, the whole to avoid the risk of contradictory orders regarding the same Interim Financing Credit Agreement under the CCAA and Chapter 11;

16. As of this day, no Cross-Border Court-to-Court Protocol restructuring has been approved by either court to ensure the cooperation of the Canadian and U.S. courts on common legal issues, the whole namely in light of the provisions of the CCAA, although a Motion so that a cross-border protocol be implemented has been filed by Bear Island on March 10, 2010 before the U.S. Bankruptcy Court, the whole as it appears from said Motion communicated herewith in support hereof as **Exhibit R-3**;

17. That Motion filed by Bear Island recognizes that Bear Island and the Debtors may each be creditors of the others' estates, and namely alleges the importance that it be granted to namely ensure appropriate due process for matters requiring approval by this Honourable Court and the U.S. Bankruptcy Court and to avoid inconsistency or duplicative activities in the restructuring proceedings;

18. Petitioner reserves its rights to seek an order before this Honourable Court varying, rescinding or otherwise affecting the terms, conditions and consequences of the Interim Financing Credit Agreement;

19. This Motion is well founded in fact and in law.

FOR THESE REASONS, MAY IT PLEASE THE COURT TO:

GRANT the present Motion;

AMEND paragraph 36 of the Initial Order by substituting the date of March 19, 2010 by the date of March 24, 2010;

RESERVE the rights of the Official Committee to seek an order before this Honourable Court varying, rescinding or otherwise affecting the terms, conditions and consequences of the Interim Financing Credit Agreement;

THE WHOLE without costs, unless the present motion is contested.

Montréal, March 11, 2010

Borden Ladner Gervais

Borden Ladner Gervais LLP
Petitioner's attorneys

CANADA

PROVINCE OF QUEBEC
DISTRICT OF MONTREAL

No.: 500-11-038474-108

SUPERIOR COURT
(Commercial Division)

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

WHITE BIRCH PAPER HOLDING COMPANY
& als.

Debtors

-and -

ERNST & YOUNG INC.

Monitor

- and -

STADACONA LIMITED PARTNERSHIP
& als.

Mis en Cause

-and -

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF BEAR ISLAND PAPER COMPANY, L.L.C.,

Petitioner

ATTESTATION D'AUTHENTICITÉ SELON L'ART. 82.1 C.P.C.

Je, soussignée, Vanessa Jodoin, avocate, exerçant ma profession au 1000, rue De La Gauchetière Ouest, bureau 900, Montréal, Québec H3B 5H4, district de Montréal, atteste ce qui suit:

1. En date du 12 mars 2010, j'ai reçu par télécopieur de Mme Cindy Loving, assistante de Jason W. Harbour de Hunton & Williams LLP, un affidavit de Jason W. Harbour, dans le présent dossier.

2. Mme Cindy Loving m'a transmis cet affidavit de Richmond, Virginia, et son numéro de télécopieur est (804) 344-7999.

3. La copie de cet affidavit jointe en annexe à cette attestation est conforme au fac-similé reçu par télécopieur de Mme Cindy Loving.

Montréal, le 12 mars 2010

Vanessa Jodoin

Vanessa Jodoin, avocate

AFFIDAVIT

I, **Jason W. HARBOUR**, Esq., exercising my profession at Hunton & Williams LLP, Riverfront Plaza, East Tower, 951 East Byrd Street, Richmond, Virginia 23219, in the United States of America, do solemnly declare the following:

1. I am an attorney of the firm Hunton & Williams LLP, proposed counsel to the *Official Committee of Unsecured Creditors of Bear Island Paper Company, L.L.C.* before the U.S. Bankruptcy Court;

2. I am aware of all the facts alleged in the *Petition to amend the Initial Order issued by this Honourable Court of February 24, 2010 in virtue of the Companies' Creditors Arrangement Act ("CCAA")* to which this Affidavit is attached;

3. All the facts alleged in the Petition to which this Affidavit is attached are true.

AND I HAVE SIGNED

Jason W. Harbour

Jason W. HARBOUR

SOLEMNLY AFFIRMED TO BEFORE ME
In Richmond, Virginia,

this 12th day of March 2010

Cynthia Dale Loving

Notary Public

CYNTHIA DALE LOVING
NOTARY PUBLIC
REG # 293773
MY COMMISSION EXPIRES 03/31/13
COMMONWEALTH OF VIRGINIA

NOTICE OF PRESENTATION

TO : WHITE BIRCH PAPER HOLDING COMPANY
WHITE BIRCH PAPER COMPANY
STADACONA GENERAL PARTNER INC.
BLACK SPRUCE PAPER INC.
F.F. SOUCY GENERAL PARTNER INC.
3120772 NOVA SCOTIA COMPANY
ARRIMAGE DE GROS CACOUNA INC.
PAPIER MASSON LTÉE

c/o STIKEMAN ELLIOT LLP
Counsel for Debtors

1155 boulevard René-Lévesque Ouest
Bureau 4000
Montréal QC H3B 3V2

Attention: Me Jean Fontaine
Attention: Me Matthew Liben

TO : Ernst & Young Inc.

c/o OGILBY RENAULT LLP
Counsel for Monitor

1 Place Ville Marie
Bureau 2500
Montréal QC H3B 1R1

Attention: Me Louis Gouin

TO : STADACONA LIMITED PARTNERSHIP
F.F. SOUCY LIMITED PARTNERSHIP
F.F. SOUCY, INC. & PARTNERS, LIMITED PARTNERSHIP

c/o OSLER HOSKIN & HARCOURT LLP
Counsel for Interim Finance Parties

1000 rue de la Gauchetière Ouest
Bureau 2100
Montréal QC H3B 4W5
Attention : Me Sandra Abitan

100 King Street West
1 First Canadian Place
Suite 6100
P.O. Box 50
Toronto, Ontario M5X 1B8
Attention : Marc S. Wasserman

TAKE NOTICE that Petitioner's *Petition to amend the Initial Order issued by this Honourable Court on February 24, 2010 in virtue of the Companies' Creditors Arrangement Act ("CCAA")* will be presented for adjudication before this Honourable Court on or before March 19, 2010, at the Montreal Courthouse, located at 1, Notre-Dame Street East, at a date and time to be determined by this Honourable Court.

DO GOVERN YOURSELVES ACCORDINGLY.

Montréal, March 11, 2010

Borden Ladner Gervais

Borden Ladner Gervais LLP
Petitioner's attorneys

LIST OF EXHIBITS
of the Petitioner

EXHIBIT R-1 :	*En liasse,* Appointment pursuant to section 1102 of the U.S. Bankruptcy Code by the Assistant U.S. Trustee on March 3, 2010, and Appearance filed by the Official Committee before the U.S. Bankruptcy Court;
EXHIBIT R-2 :	Grounds of contestation by the Official Committee to be filed prior to the presentation of the present Motion;
EXHIBIT R-3 :	Motion so that a cross-border protocol be implemented, filed by Bear Island on March 10, 2010 before the U.S. Bankruptcy Court.

Montréal, March 11, 2010

Borden Ladner Gervais

Borden Ladner Gervais LLP
Petitioner's attorneys

EXHIBIT R-1

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
Richmond Division

In re:	)	
	)	
Bear Island Paper Company, LLC	)	Case No. 10-31202-DOT
Debtors	)	
Chapter 11		

APPOINTMENT OF UNSECURED CREDITORS COMMITTEE

Pursuant to 11 U.S.C. §1102, the following creditors are hereby appointed by the United States Trustee to serve on the Official Committee of Unsecured Creditors of **Bear Island Paper Company, LLC.**

Rappahannock Electric Cooperative
Attn: Cynthia M. Spitler
247 Industrial Court (22408)
P.O. Box 7388
Fredericksburg, VA 22404-7388
Phone: 540-891-5980
Fax: 540-891-5991
Email: cspitler@myrec.coop

Voith Paper Fabrics & Rolls Systems, Inc.
Attn: Stephanie Vincent
Legal Department
2200 N. Roemer Road
Appleton, WI 54911
Phone: 920-358-2204
Fax: 920-731-1391
Email: stephanie.vincent@voith.com

CrossGlobe Transport
Attn: David C. Robertson
11023 Washington Hwy #150
Glen Allen, VA 23059
Phone: 804-412-4502
Fax: 804-550-2304
Email: drobertson@crossglobegroup.com

Hanover County
Attn: Rebecca Randolph
P.O. Box 470
7516 County Complex Road
Hanover, VA 23069-0470
Phone: 804-365-6035
Fax: 804-365-6302
Email: rbrandolph@co.hanover.va.us

Falling Creek Log Yard Inc.
Attn: Micelle Gilman
P.O. Box 644
Ashland, VA 23005
Phone: 804-798-6121
Fax: 804-798-6151
Email: fallingcrk@aol.com

W. CLARKSON MCDOW, JR.
UNITED STATES TRUSTEE FOR
REGION FOUR

Date: March 3, 2010

By: /s/ Robert B. Van Arsdale
Robert B. Van Arsdale
Assistant U.S. Trustee

Robert B. Van Arsdale, AUST (VBN 17483)
Shannon F. Pecoraro, Trial Attorney (VBN 46864)
Office of the United States Trustee
701 East Broad St., Suite 4304
Richmond, VA 23219
Phone (804) 771-2310
Fax: (804) 771-2330

I hereby certify that a true copy of the foregoing Appointment of Unsecured Creditors Committee was served via electronic delivery, fax or first class mail, postage prepaid, this 3rd day of March 2010 to members of the committee as listed above, and counsel for the debtors.

/s/ Robert B. Van Arsdale
Robert B. Van Arsdale
Assistant U.S. Trustee

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

In re:	)	
	)	
BEAR ISLAND PAPER COMPANY, L.L.C.,	)	Case No. 10-31202 (DOT)
	)	
Debtor.	)	Chapter 11
	)	

NOTICE OF APPEARANCE

PLEASE TAKE NOTICE that the Official Committee of Unsecured Creditors of Bear Island Paper Company, L.L.C. (the "Committee") hereby appears in the above-captioned case by its proposed counsel, Hunton & Williams LLP.

PLEASE TAKE FURTHER NOTICE that pursuant to Rules 2002, 3017 and 9007 of the Federal Rules of Bankruptcy Procedure and section 342 of the Bankruptcy Code, the undersigned counsel requests that their names be added to the mailing list maintained by the Clerk in the above-captioned case and that all notices given or required to be given in this case and all papers served or required to be served in this case, be given and be served upon the following:

Tyler P. Brown, Esq.
Benjamin C. Ackerly, Esq.
Jason W. Harbour, Esq.
Hunton & Williams LLP
Riverfront Plaza, East Tower
951 East Byrd Street
Richmond, Virginia 23219
Tel: (804) 788-8674
Fax: (804) 788-8218
tpbrown@hunton.com
backerly@hunton.com@hunton.com
jharbour@hunton.com

Proposed Counsel for the Official Committee of Unsecured Creditors of Bear Island Paper Company, L.L.C.

Tyler P. Brown, Esq.
Benjamin C. Ackerly, Esq.
Jason W. Harbour, Esq.
Hunton & Williams LLP
Riverfront Plaza, East Tower
951 East Byrd Street
Richmond, Virginia 23219
Tel: (804) 788-8674
Fax: (804) 788-8218
tpbrown@hunton.com
backerly@hunton.com
jharbour@hunton.com

PLEASE TAKE FURTHER NOTICE that pursuant to section 1109(b) of the Bankruptcy Code, the foregoing demand includes not only notices and papers referred to in the Bankruptcy Rules specified above, but also includes, without limitation, orders and notice of any application, motion, petitions, pleading request, complaints, demands, disclosure statement, plan of reorganization and answering or reply briefs, whether transmitted or conveyed by mail, delivery, telephone, telegraph, telex, telecopier or otherwise.

PLEASE TAKE FURTHER NOTICE that neither this notice nor any later appearance, pleading, claim, or suit shall constitute a waiver of the Committee's (1) right to have final orders in non-core matters entered only after *de novo* review by the United States District Court Judge; (2) right to trial by jury in any proceeding so triable in this case or any case, controversy, or proceeding related to this case; (3) right to have the United States District Court withdraw the reference in any manner or proceeding subject to mandatory or discretional withdrawal; and (4) other rights, claims, actions, defenses, setoffs, and recoupment to which the Committee is or may be entitled under any agreements, in law, or in equity. All of the above rights are expressly reserved by the Committee without exception, and without conceding jurisdiction in any way by this filing or by any other participation in this bankruptcy case.

Dated: Richmond, Virginia
March 6, 2010

HUNTON & WILLIAMS LLP

/s/ Jason W. Harbour

Tyler P. Brown, Esq. (VSB No. 28072)
Benjamin C. Ackerly, Esq. (VSB No. 09120)
Jason W. Harbour, Esq. (VSB No. 68220)
Riverfront Plaza, East Tower
951 East Byrd Street
Richmond, Virginia 23219
Tel: (804) 788-8674
Fax: (804) 788-8218
Email: tpbrown@hunton.com
backerly@hunton.com
jharbour@hunton.com

Proposed Counsel for the Official Committee of Unsecured Creditors of Bear Island Paper Company, LLC

EXHIBIT R-2

To be filed prior to the presentation of the present Motion

EXHIBIT R-3

PIÈCE/EXHIBIT
R-3
Borden Ladner Gervais
514-879-1212

Jonathan L. Hauser
VSB No. 18688
TROUTMAN SANDERS LLP
222 Central Park Avenue
Suite 2000
Virginia Beach, VA 23462
Telephone: (757) 687-7768
Facsimile: (757) 687-1505

Richard M. Cieri (admitted *pro hac vice*)
Christopher J. Marcus (admitted *pro hac vice*)
Michael A. Cohen (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
601 Lexington Avenue
New York, New York 10022-4611
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

Proposed Attorneys for the Debtor and Debtor in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:	)	Chapter 11
	)	
BEAR ISLAND PAPER COMPANY, L.L.C.,[1]	)	Case No. 10-31202 (DOT)
	)	
Debtor.	)	

MOTION OF BEAR ISLAND PAPER COMPANY, L.L.C. FOR ENTRY OF AN ORDER IMPLEMENTING A PROCEDURAL PROTOCOL FOR THE ADMINISTRATION OF CROSS-BORDER INSOLVENCY PROCEEDINGS

Bear Island Paper Company, L.L.C., as a debtor and debtor in possession ("Bear Island" or "Debtor"), files this motion (the "Motion") for entry of an order, substantially in the form attached hereto as **Exhibit A**, approving and implementing a procedural protocol to facilitate a coordinated administration of the Debtor's and its affiliates' dual insolvency proceedings in the United States and Canada. In support of the Motion, the Debtor respectfully states as follows:

[1] The last four digits of the Debtor's federal tax identification number are 0914. The principal address for the Debtor is 10026 Old Ridge Road, Ashland, Virginia 23005.

Jurisdiction

1. The United States Bankruptcy Court for the Eastern District of Virginia (the "Court" or "Bankruptcy Court") has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief requested herein are section 105(a) of title 11 of the United States Code (the "Bankruptcy Code") and Rule 9013-1 of the Local Rules of the United States Bankruptcy Court for the Eastern District of Virginia (the "Local Bankruptcy Rules").

Relief Requested

4. By this Motion, the Debtor seeks entry of an order approving and implementing a protocol, substantially in the form attached hereto as **Exhibit 1** annexed to **Exhibit A** (the "Protocol"), to, among other things, establish a clear framework of general principles that will govern the cross-border administration of this chapter 11 case and address certain key issues that may arise during the Restructuring Proceedings (as defined herein), including and without limitation: (a) court-to-court communication; (b) obtaining approval (by joint hearing or otherwise) for matters requiring approval by this Court and the Canadian Court (as defined herein); (c) the retention and compensation of professionals; (d) the cross-border interaction between principal constituents; (e) appearances of interested parties; (f) notice and service requirements; and (g) the reciprocal recognition of stays and injunctions issued by each Court.[2]

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2 Once the Restructuring Proceedings (as defined herein) are further along, it may become necessary to seek approval of an additional protocol to address important substantive issues relating to (a) filing and resolving proofs of claim, (b) distributing estate assets and (c) preparing, filing and implementing plans of arrangement and/or reorganization. Although such issues must ultimately be coordinated between the Courts (as defined herein), the Debtor believes these and other substantive issues are more appropriately addressed after the initial postpetition period.

Background

5. On February 24, 2010, (the "Petition Date"), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtor continues to operate its business and manage its properties as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On March 3, 2010, pursuant to section 1102 of the Bankruptcy Code, the United States Trustee for the Eastern District of Virginia (the "U.S. Trustee") appointed an official committee of unsecured creditors.

6. Simultaneously with the commencement of this chapter 11 case, the Debtor's indirect parent -- White Birch Paper Holding Company ("WB Holding") -- and ten of WB Holding's direct and indirect Canadian subsidiaries (collectively the "CCAA Applicants," and, together with Bear Island, the "WB Group") sought relief under the *Companies' Creditors Arrangement Act* (the "CCAA") in the Quebec Superior Court of Justice (the "Canadian Court," and, together with the Bankruptcy Court, the "Courts") in Montreal, Quebec, Canada (the "CCAA Cases").[3] Contemporaneously therewith, six of the CCAA Applicants, sought relief under chapter 15 of the Bankruptcy Code.[4] The chapter 15 cases are being jointly administered by this Court for procedural purposes under the following case caption: In re White Birch Paper Company, et al., No. 10-31234 (DOT).

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3 The CCAA Applicants include (a) WB Holding, (b) White Birch Paper Company, (c) Stadacona General Partner Inc., (d) Black Spruce Paper Inc., (e) F.F. Soucy General Partner Inc., (f) 3120772 Nova Scotia Company, (g) Arrimage De Gros Cacouna Inc., (h) Papier Masson Ltee, (i) Stadacona Limited Partnership, (j) F.F. Soucy Limited Partnership and (k) F.F. Soucy Inc. & Partners, Limited Partnership.

4 The six chapter 15 debtors include (a) White Birch Paper Company, (b) Stadacona General Partner Inc., (c) Stadacona Limited Partnership, (d) F.F. Soucy Limited Partnership, (e) F.F. Soucy Inc. & Partners, Limited Partnership and (f) Papier Masson Ltee.

7. The WB Group is the second-largest newsprint manufacturer in North America. In fact, as of December 31, 2009, the WB Group held a 12% share of the North American newsprint market and employed approximately 1,300 individuals. Additionally, for the twelve months ended December 31, 2009, the WB Group's mills maintained a production capacity of approximately 1.3 million metric tons of newsprint and directory paper (50% of which is made from recycled content) and achieved net sales of approximately $667 million.

8. The WB Group operates four integrated paper mills strategically located to serve many of the largest newsprint markets in North America. The WB Group's mills include the Bear Island mill, located in Ashland, Virginia, the Soucy mill located on the St. Lawrence River in Riviere-du-Loup, Quebec, the Stadacona mill located on the St. Lawrence River in Quebec City, Quebec and the Papier Masson mill, located in Gatineau, Quebec. In addition to newsprint, the WB Group produces small amounts of directory paper, paperboard and lumber. Its customers include publishers like Gannett and Dow Jones, as well as commercial printers such as Transcontinental.

9. Bear Island is a Virginia limited liability company that was organized in 1997 as a wholly-owned subsidiary of White Birch Paper Company and employs approximately 200 of the WB Group's 1,300 employees. Strategically located in Ashland, Virginia, the Bear Island mill annually produces approximately 235 thousand metric tons of newsprint paper that services customers in New York, Philadelphia, Baltimore and Washington, D.C. Bear Island also operates a paper machine, woodyard, pulping system, recycling facility, an on-site waste and water treatment facility, an industrial landfill for its on-site solid waste disposal, as well as storage and transportation facilities. For the twelve months ended December 31, 2009, Bear

Island's net sales totaled approximately $125 million, which accounted for 19% of the WB Group's net sales for the same period.

Basis for Relief

I. The Need for the Protocol

10. In light of the cross-border issues that are likely to arise (and in some instances imminently) given the complex, transnational nature of this chapter 11 case, the ancillary chapter 15 recognition proceedings and the CCAA Cases (collectively, the "Restructuring Proceedings"), it is appropriate to install a protocol to preclude unnecessary confusion and ensure that: (a) the Restructuring Proceedings are coordinated to avoid inconsistent or duplicative activities; (b) all parties are adequately informed of key issues concerning the Restructuring Proceedings; (c) the substantive rights of all parties are protected; and (d) the jurisdictional integrity of the Courts is preserved.

11. The Restructuring Proceedings involve the restructuring of 12 entities and affect the rights of hundreds of creditors and other interested parties in the United States, Canada and other jurisdictions. Moreover, the Debtor and CCAA Applicants may be required to seek relief jointly in this Court and the Canadian Court. Given these circumstances, if no administrative procedures are implemented to coordinate the activities of the Courts and other parties in connection with the Restructuring Proceedings, there is a substantial risk that the Debtor's reorganization efforts (along with the collective efforts of the WB Group) and the rights and interests of creditors and other parties will be adversely affected.

12. Thus, the terms of the Protocol are designed to achieve four core goals. First, the Protocol is designed to harmonize and coordinate activities in the Restructuring Proceedings held before this Court and the Canadian Court, thereby promoting the orderly and efficient administration of the Restructuring Proceedings. Such coordination is essential and will, among

other things, maximize the efficiency of the Restructuring Proceedings, reduce the costs associated therewith and avoid duplication of efforts. Second, the Protocol is designed to (a) honor the independence and integrity of the Courts and (b) promote international cooperation and respect for comity among the Courts, the Debtor, the CCAA Applicants and other creditors and interested parties. Third, the Protocol is designed to facilitate the fair, open and efficient administration of the Restructuring Proceedings for the benefit of all creditors and other interested parties of the Debtor and the CCAA Applicants, wherever located. Fourth, the Protocol is designed to establish guidelines for communication between this Court and the Canadian Court. To that end, the Protocol provides for: (a) appropriate notice to all key constituencies of matters arising in the Restructuring Proceedings; (b) an opportunity for all parties in interest to be heard in both Courts; (c) maximum efficiency (e.g., reducing costs and duplicative efforts) and an orderly administration of the proceedings; and (d) the express preservation of all parties' substantive rights

II. Overview of the Material Terms of the Protocol[5]

13. The salient provisions of the Protocol are summarized as follows:

a. Comity; Judicial Independence. This Court shall have sole and exclusive jurisdiction and power over the conduct of this chapter 11 case, the ancillary chapter 15 proceedings and any and all U.S. hearings and determination of matters arising therein. The Canadian Court shall have sole and exclusive jurisdiction and power over the conduct of the CCAA Cases and the hearing and determination of matters arising therein. By approving and implementing the Protocol, neither this Court, the Canadian Court, the Debtor, the CCAA Applicants nor any creditors or interested parties shall be deemed to have approved or engaged in any infringement on the sovereignty of the United States or Canada.

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[5] This section is only intended to provide a summary of the material terms of the Protocol. As such, the discussion contained herein is qualified by reference to the entire Protocol and should not be relied upon for a comprehensive discussion of the Protocol, a copy of which is annexed as **Exhibit 1** to **Exhibit A** attached hereto. To the extent that there are any inconsistencies between the summary of the Protocol in this Motion and the Protocol, the provisions set forth in the Protocol shall govern.

b. Cooperation. To harmonize and coordinate the administration of the Restructuring Proceedings, the Courts may coordinate activities and consider whether it is appropriate to defer to the judgment of the other Court.

(i) This Court and the Canadian Court may communicate with one another, with or without counsel present, with respect to any matter relating to the Restructuring Proceedings.

(ii) Where the issue of the proper jurisdiction or Court to determine an issue is raised by any party in interest in any of the Restructuring Proceedings with respect to a motion or an application filed in either Court, the Court before which such motion or application was initially filed may contact the other Court and determine an appropriate process by which the issue of jurisdiction will be determined and which process shall be subject to submissions by the Debtor, the CCAA Applicants, the U.S. Trustee, the monitor appointed in the CCAA Cases (the "Monitor") and any party in interest prior to any determination on the issue of jurisdiction being made by either Court.

(iii) This Court and the Canadian Court may coordinate activities in the Restructuring Proceedings so that the subject matter of any particular action, suit, request, application, contested matter or other proceeding is determined in one tribunal.

(iv) This Court and the Canadian Court may conduct joint hearings with respect to any matter relating to the conduct, administration, determination or disposition of any aspect of either of the Restructuring Proceedings solely as both Courts determine and agree that such joint hearings are necessary or advisable to facilitate the proper and efficient conduct of the Restructuring Proceedings or the resolution of any particular issue arising in the Restructuring Proceedings.

c. Retention and Compensation of Professionals. The Protocol generally preserves the independent jurisdiction of each Court over (i) any estate representatives appointed by such Court (collectively, the "Estate Representatives") and (ii) the retention and compensation of professionals in the respective Restructuring Proceedings. For example, under the terms of the Protocol, this Court generally will have sole and exclusive jurisdiction over (x) any Estate Representatives appointed in the chapter 11 case and ancillary chapter 15 proceedings, including any examiners or trustees appointed in accordance with section 1104 of the Bankruptcy Code (collectively, the "U.S. Representatives") and (y) the retention and compensation of any professionals retained by the Debtor, other than the CCAA Professionals (defined below). Likewise, the Protocol provides that the Canadian Court generally will have sole and exclusive jurisdiction over the retention and compensation of any professional retained in the CCAA Cases (collectively, the "CCAA Professionals"), other than those retained solely for purposes of the chapter 11 case.

Supporting Authority

14. Section 105(a) of the Bankruptcy Code provides in pertinent part that "[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title." 11 U.S.C. § 105(a). To this end, courts have found that comity in cross-border insolvency proceedings is a principle of "due regard both to international duty and convenience . . . ." Hilton v. Guyot, 159 U.S. 113, 163-64 (1985). In In re Ionica, PLC, 241 B.R. 829 (Bankr. S.D.N.Y. 1999), the Second Circuit noted that "the importance of extending comity in foreign bankruptcy proceedings, emphasizing that 'deference to foreign insolvency proceedings will, in many case, facilitate 'equitable, orderly and systematic distribution of the debtor's assets." Id. (quoting Maxwell Commc'n Corp. v. Societe Generale (In re Maxwell Commc'n Corp.), 93 F.3d 1036, 1048 (2d Cir. 1996)).

15. In the Debtor's case, having two parallel proceedings with jurisdictional issues such as intercompany creditors and intercompany, cross-border debt further substantiates the need for a cross-border protocol. Such a protocol will help protect the rights of the Debtor, as well as the rights of creditors and other interested parties in the United States, Canada and other countries.

16. A number of courts have authorized similar protocols for managing cross-border insolvency proceedings. See, e.g., In re AbitibiBowater Inc., No. 09-11296 (Bankr. D. Del. July 27, 2009); In re Masonite Corp., No. 09-10844 (Bankr. D. Del. Apr. 14, 2009); In re Calpine Corp., No. 05-60200 (Bankr. S.D.N.Y. Jan. 26, 2006); In re PSINet Inc., No. 01-13213 (Bankr. S.D.N.Y. 2001); In re Manhattan Inv. Fund Ltd., Nos. 00-10922 and 00-10921 (Bankr. S.D.N.Y.

2000); In re Livent (U.S.) Inc., No. 98-B-48312 (Bankr. S.D.N.Y. 1998); In re AIOC Corp., No. 96-B-41895 (Bankr. S.D.N.Y. 1992); In re Maxwell Commc'n Corp., No. 91-B-15741 (Bankr. S.D.N.Y. 1991); see also In re Systech Retail Sys. (U.S.A.), Inc., No. 03-00142-5-ATS (Bankr. E.D.N.C. 2003); In re Federal Mogul Global, Inc., No. 01-10578 (Bankr. D. Del. 2002); In re Fin. Asset Mgmt. Found., No. 01-03640-304 (Bankr. S.D. Cal. 2001); In re Laidlaw USA, Inc., No. 01-14099 (Bankr. W.D.N.Y. 2001); In re Matlack Sys., Inc., No. 01-01114 (Bankr. D. Del. 2001); In re Inverworld Inc., No. SA99-C0822FB (Bankr. W.D. Tex. 1999); In re Loewen Group Int'l Inc., No. 99-1244 (Bankr. D. Del. 1999); In re Philip Servs. Corp., No. 99-B-02385 (Bankr. D. Del. 1999); In re Solvex Canada Ltd., No. 11-97-14362-MA (Bankr. N.M. 1997).[6]

17. The Protocol establishes necessary and appropriate means for communication between the Courts and will facilitate the requisite level of coordination with respect to cross-border matters arising in these proceedings. In addition, the purely procedural and administrative nature of the Protocol proposed herein, which does not adversely affect any party's substantive rights, should be implemented immediately. In fact, it would be imprudent to delay the implementation of the basic administrative procedures and protections provided under the Protocol especially given the need of the Debtor and CCAA Applicants to obtain final access to a post-petition financing facility that is secured by the WB Group's assets in both the United States and Canada. It is critical, therefore, that the Protocol be implemented immediately to ensure administrative coordination to the fullest extent possible.

18. In light of the foregoing, approval of the Protocol will prove beneficial to the administration of the chapter 11 case, the ancillary chapter 15 proceedings and the CCAA Cases, which, in turn, will inure to the benefit of all stakeholders, whether located in the United States,

6 Because of the voluminous nature of the orders cited herein, they are not attached to the Motion. Copies of these orders are available on request to the Debtor's counsel.

Canada or elsewhere. Accordingly, the Debtor respectfully submits that this Motion should be approved.

Waiver of Memorandum of Points and Authorities

19. The Debtor respectfully requests that this Court treat this Motion as a written memorandum of points and authorities or waive any requirement that this Motion be accompanied by a written memorandum of points and authorities as described in Local Bankruptcy Rule 9013-1(G).

Notice

20. The Debtor has provided notice of this Motion to: (a) the U.S. Trustee; (b) proposed counsel to the statutory committee of unsecured creditors appointed in this chapter 11 case; (c) counsel to the agent under the Debtor's proposed postpetition financing agreement; (d) counsel to the agent under the First Lien Term Loan Agreement; (e) counsel to the agent under the Second Lien Term Loan Agreement; (f) counsel to the agent under the Revolving ABL Agreement; (g) counsel to counterparties under the Swap Agreements; (h) the Monitor; (i) the Internal Revenue Service; (j) the Securities and Exchange Commission; (k) the Virginia Secretary of State; and (l) the Virginia Secretary of Treasury. In light of the nature of the relief requested, the Debtor respectfully submits that no further notice is necessary.

No Prior Request

21. No prior motion for the relief requested herein has been made to this or any other court.

WHEREFORE, for the reasons set forth herein and in the Sherrick Declaration, the Debtor respectfully requests that the Court enter an order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and granting such other and further relief as the Court deems appropriate.

Dated: March 10, 2010
Richmond, Virginia

BEAR ISLAND PAPER COMPANY, L.L.C.

By: */s/ Jonathan L. Hauser*
Of Counsel

Jonathan L. Hauser, Esquire
VSB No. 18688
Troutman Sanders LLP
222 Central Park Avenue
Suite 2000
Virginia Beach, VA 23462
Telephone: (757) 687-7768
Facsimile: (757) 687-1505

- and -

Richard M. Cieri (admitted *pro hac vice*)
Christopher J. Marcus (admitted *pro hac vice*)
Michael A. Cohen (admitted *pro hac vice*)
Kirkland & Ellis LLP
601 Lexington Avenue
New York, New York 10022-4611
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

Proposed Attorneys for the Debtor and Debtor in Possession

Exhibit A

Proposed Order

SUPERIOR COURT
(Commercial Division)
DISTRICT OF MONTREAL
No.: 500-11-038474-108

White Birch Paper Holding Company
White Birch Paper Company
Stadacona General Partner Inc.
Black Spruce Paper Inc.
F.F. Soucy General Partner Inc.
3120772 Nova Scotia Company
Arrimage de Gros Cacouna Inc.
Papier Masson Ltée

Debtors

-and –
Ernst & Young Inc.

Monitor

-and –
Stadacona Limited Partnership
F.F. Soucy Limited Partnership
F.F. Soucy, Inc. & Partners, Limited Partnership

Mis en Cause

-and-
Official Committee of Unsecured Creditors of Bear Island Paper Company, L.L.C.

Petitioner

PETITION TO AMEND THE INITIAL ORDER ISSUED BY THIS HONOURABLE COURT ON FEBRUARY 24, 2010 IN VIRTUE OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, AFFIDAVIT, NOTICE OF PRESENTATION, LIST OF EXHIBITS, EXHIBITS R-1, R-2, R-3

ORIGINAL

Borden Ladner Gervais LLP
Lawyers • Patent & Trade-mark Agents
1000 de La Gauchetière Street West
Suite 900, Montréal, Québec H3B 5H4
tel.: (514) 879-1212 fax: (514) 954-1905

Me Marc Duchesne
Me Mathieu Lévesque
B.M. 2545

File : 287638-000002

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