

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

Gorham Paper and Tissue, LLC, *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 20-12814 (KBO)

(Jointly Administered)

**NOTICE OF ORDER: (I) APPROVING THE ADEQUACY OF THE DISCLOSURES IN THE COMBINED DISCLOSURE STATEMENT AND PLAN ON AN INTERIM BASIS; (II) SCHEDULING THE CONFIRMATION HEARING AND DEADLINE FOR FILING OBJECTIONS; (III) ESTABLISHING PROCEDURES FOR THE SOLICITATION AND TABULATION OF VOTES TO ACCEPT OR REJECT THE COMBINED DISCLOSURE STATEMENT AND PLAN; (IV) APPROVING THE FORM OF BALLOT AND SOLICITATION PACKAGES; AND (V) APPROVING RELATED RELIEF**

**YOU ARE ADVISED TO CAREFULLY REVIEW AND CONSIDER THE COMBINED DISCLOSURE STATEMENT AND PLAN, INCLUDING THE TERMS OF THE RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AS YOUR RIGHTS MAY BE AFFECTED.**

1. Filing of the Combined Disclosure Statement and Plan. On September 9, 2021, the Debtors filed the *Combined Disclosure Statement and Chapter 11 Plan of Liquidation of Gorham Paper and Tissue, LLC and White Mountain Tissue, LLC Dated September 9, 2021* [Docket No. 385] (as further amended, modified, or supplemented from time to time, the “Combined Disclosure Statement and Plan”).<sup>2</sup>

2. Interim Approval and Procedures Order. On October 27, 2021, this Court entered the *Order: (i) Approving the Adequacy of the Disclosures in the Combined Disclosure Statement and Plan on an Interim Basis; (ii) Scheduling the Confirmation Hearing and Deadline for Filing Objections; (iii) Establishing Procedures for the Solicitation and Tabulation of Votes to Accept or Reject the Combined Disclosure Statement and Plan; (iv) Approving the Form of Ballot and Solicitation Package; and (v) Approving Related Relief* [Docket No. 415] (the “Interim Approval and Procedures Order”). The Interim Approval and Procedures Order, among other things, conditionally approved the Combined Disclosure Statement and Plan for solicitation purposes only pursuant to Local Rule 3017-2.

3. Combined Hearing. Pursuant to the Interim Approval and Procedures Order, a combined hearing on final approval and Confirmation of the Combined Disclosure Statement and Plan (the “Combined Hearing”) will be held **on December 17, 2021, at 10:00 a.m. (ET)**. The Combined Hearing may be continued from time to time by way of announcement of such continuances in open court, without further notice to the parties in interest. Parties are encouraged to check the case website at

<sup>1</sup> The last four digits of Gorham Paper and Tissue, LLC’s federal taxpayer identification number are 6533. See 11 U.S.C. § 342(c)(1). The last four digits of White Mountain Tissue, LLC’s federal taxpayer identification number are 0078. See *id.* Prior to the sale of substantially all of their assets, the principal place of business for Gorham Paper and Tissue, LLC and White Mountain Tissue, LLC was 72 Cascade Flats, Gorham, New Hampshire 03581.

<sup>2</sup> Capitalized terms used, but not otherwise defined herein, shall have the meanings ascribed to such terms in the Combined Disclosure Statement and Plan.

<https://www.donlinrecano.com/Clients/gpt/Index> to determine if the Combined Hearing has been continued to a new date and time.

4. Objections to Confirmation. Objections, if any, to the adequacy of the disclosures in the Combined Disclosure Statement and Plan, or Confirmation of the Combined Disclosure Statement and Plan, must be filed and served by **December 8, 2021 at 4:00 p.m. (ET)** (the “Objection Deadline”). Objections must: (a) be in writing; (b) comply with the Bankruptcy Code, Bankruptcy Rules, and Local Rules; (c) state the name and address of the objecting party and the amount and nature of the Claim or Interest asserted by such party against the Debtors, their Estates, or Assets; (d) state with particularity the basis and nature of any objection to the Combined Disclosure Statement and Plan; and (e) be filed with this Court and served before the Objection Deadline on the following parties (collectively, the “Notice Parties”): (a) counsel to the Debtors: Polsinelli PC, Christopher Ward (cward@polsinelli.com) and Shanti M. Katona (skatona@polsinelli.com); and Bernstein Shur Sawyer & Nelson, PA, Sam Anderson (sanderson@bernsteinshur.com) and Adam Prescott (aprescott@bernsteinshur.com); (b) counsel to the Creditors’ Committee, Reed Smith LLP, Derek Baker (dbaker@reedsmith.com) and Mark Eckard (meckard@reedsmith.com); and (c) the Office of the United States Trustee, Rosa Sierra (rosa.sierra@usdoj.gov).

5. Voting Procedures. Holders of Claims in Class 2 (General Unsecured Claims) are impaired and thus, entitled to vote to accept or reject the Combined Disclosure Statement and Plan (together, the “Voting Class”). If you hold such a Claim, as of October 27, 2021 (the “Voting Record Date”), you will receive a Solicitation Package, which shall include: (a) the Combined Disclosure Statement and Plan; (b) the Interim Approval and Procedures Order; (c) this Confirmation Hearing Notice; and (d) such other materials as this Court may direct.

6. Additional Information. For more information regarding the Solicitation Procedures, contact the Claims and Balloting Agent by: emailing DRCVote@donlinrecano.com or calling Toll Free Tel: (800) 499-8159. Please note that the Claims and Balloting Agent is not permitted to give legal advice.

7. Key Dates. The Interim Approval and Procedures Order contemplates the following key dates:

Voting Record Date	The later of October 27, 2021 or the entry of the Interim Approval and Procedures Order
Solicitation Commencement Date	Within five (5) business days after entry of the Interim Approval and Procedures Order.
Deadline to File Plan Supplement (if any)	December 1, 2021 at 4:00 p.m. (ET)
Deadline for Creditors to File Rule 3018 Motions	December 8, 2021 at 4:00 p.m. (ET)
Deadline for Debtors to Respond to Rule 3018 Motions	December 13, 2021 at 4:00 p.m. (ET)
Voting Deadline for the Combined Disclosure Statement and Plan	December 8, 2021 at 4:00 p.m. (ET)
Opt In Deadline for Third-Party Releases	December 8, 2021 at 4:00 p.m. (ET)
Combined Disclosure Statement and Plan Objection Deadline	December 8, 2021 at 4:00 p.m. (ET)
Deadline to File Confirmation Brief and Other Evidence Supporting the Combined Disclosure Statement and Plan	December 13, 2021 at 4:00 p.m. (ET)
Deadline to File Voting Tabulation Affidavit	December 13, 2021 at 4:00 p.m. (ET)
Combined Hearing	December 17, 2021 at 10:00 a.m. (ET)

8. **Release, Exculpation, and Injunction Provisions in the Combined Disclosure Statement and Plan.** Article IX of the Combined Disclosure Statement and Plan contains certain release, exculpation, and injunction provisions. These provisions may materially affect your rights. Please review carefully.

#### **9.01 RELEASES BY THE DEBTORS**

As of the Effective Date, for good and valuable consideration, including the contributions of the Released Parties<sup>3</sup> in facilitating the administration of the Chapter 11 Cases and other actions contemplated by the Plan and the other contracts, instruments, releases, agreements, or documents executed and delivered in connection with the Plan, the Released Parties are deemed forever released and discharged by the Debtors and the Estates from any and all Claims, obligations, rights, suits, damages, Causes of Action, remedies and liabilities whatsoever, including, but not limited to, any derivative claims, asserted or assertable on behalf of the Debtors or the Estates, whether known or unknown, foreseen or unforeseen, liquidated or unliquidated, fixed or contingent, matured or unmatured, existing or hereinafter arising, in law, equity or otherwise, that the Debtors, the Estates, or their affiliates would have been legally entitled to assert in their own right (whether individually or collectively) or on behalf of the Holder of any Claim or Interest or other Entity, based in whole or in part on any act, omission, transaction, event or other occurrence taking place on or prior to the Effective Date in any way relating to the Debtors, the Chapter 11 Cases, the Plan, the Disclosure Statement, the Zohar Settlement Agreement, or related agreements, instruments, or other documents, including, but not limited to, any rights or remedies under § 506 of the Bankruptcy Code, other than Claims or liabilities to the extent arising out of or relating to any act or omission of a Released Party that constitutes gross negligence, actual fraud, or willful misconduct, or criminal conduct, as determined by a Final Order by a court of competent jurisdiction.

#### **9.02 RELEASES BY CERTAIN THIRD PARTIES**

ON AND AS OF THE EFFECTIVE DATE, AND FOR GOOD AND VALUABLE CONSIDERATION, THE RECEIPT AND SUFFICIENCY OF WHICH ARE ACKNOWLEDGED, THE RELEASED PARTIES SHALL BE FOREVER RELEASED FROM ANY AND ALL CLAIMS, OBLIGATIONS, ACTIONS, SUITS, RIGHTS, DEBTS, ACCOUNTS, CAUSES OF ACTION, REMEDIES, AVOIDANCE ACTIONS, AGREEMENTS, PROMISES, DAMAGES, JUDGMENTS, DEMANDS, DEFENSES, AND LIABILITIES THROUGHOUT THE WORLD UNDER ANY LAW OR COURT RULING THROUGH THE EFFECTIVE DATE (INCLUDING ALL CLAIMS BASED ON OR ARISING OUT OF FACTS OR CIRCUMSTANCES THAT EXISTED AS OF OR PRIOR TO THE EFFECTIVE DATE, INCLUDING CLAIMS BASED ON NEGLIGENCE OR STRICT LIABILITY, AND FURTHER INCLUDING ANY DERIVATIVE CLAIMS ASSERTED ON BEHALF OF THE DEBTORS, WHETHER KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, EXISTING OR HEREINAFTER ARISING, IN LAW, EQUITY OR OTHERWISE), WHICH THE DEBTORS, THEIR ESTATES, CREDITORS, OR OTHER PERSONS RECEIVING OR WHO ARE ENTITLED TO RECEIVE DISTRIBUTIONS UNDER THE PLAN MAY HAVE AGAINST ANY OF THEM IN ANY WAY RELATED TO THE CHAPTER 11 CASES, THE DEBTORS, THE PLAN, THE DISCLOSURE STATEMENT, THE ZOHAR SETTLEMENT AGREEMENT, OR RELATED AGREEMENTS, INSTRUMENTS, OR OTHER DOCUMENTS; **PROVIDED, HOWEVER,** THAT THE FOREGOING RELEASE IS GRANTED ONLY BY PARTIES THAT AFFIRMATIVELY CONSENT TO SUCH RELEASES AS FOLLOWS: (A) ENTITIES ENTITLED TO VOTE ON THE PLAN THAT RETURNED A BALLOT AND EITHER (1) VOTED TO ACCEPT THE PLAN AND/OR (2) CHECKED THE OPT-IN BOX ON THE BALLOT; AND (B) ENTITIES THAT WERE NOT ENTITLED TO VOTE ON THE PLAN BUT CHECKED THE OPT IN BOX ON THE NOTICE OF

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<sup>3</sup> “**Released Party**” means each of the following in their respective capacity as such: (a) the Debtors; (b) the Estates; (c) Ankura, in its respective capacities as Prepetition Agent and the collateral manager appointed by the Bankruptcy Court in the Zohar Funds’ chapter 11 cases; (d) Zohar III, as secured lender to the Debtors; and (e) the Creditors’ Committee, and with respect to each of the foregoing Entities in clauses (a) through (e), their Representatives, each in their capacities as such. For the avoidance of doubt, notwithstanding any language herein to the contrary, nothing in the definition of Released Party or any other provision of this Plan shall constitute a release of Claims or Causes of Action against any member or Representative of the Creditors’ Committee other than solely in his/her/its capacity as a member or Representative of the Creditors’ Committee.

NON-VOTING STATUS; PROVIDED, FURTHER, HOWEVER, THAT THE RELEASE PROVIDED IN THIS SECTION SHALL NOT EXTEND TO ANY CLAIMS BY ANY GOVERNMENTAL UNIT WITH RESPECT TO CRIMINAL LIABILITY UNDER APPLICABLE LAW, WILLFUL MISCONDUCT, OR BAD FAITH UNDER APPLICABLE LAW, OR ULTRA VIRES ACTS UNDER APPLICABLE LAW.

### **9.03 EXCULPATION AND LIMITATION OF LIABILITY**

(a) The Exculpated Parties<sup>4</sup> shall neither have nor incur any liability to any Entity for any claims or causes of action arising on or after the Petition Date and prior to the Effective Date, for any act taken or omitted to be taken in connection with, or related to: (i) the Chapter 11 Cases; (ii) formulating, negotiating, preparing, disseminating, implementing, administering, confirming, or effecting the consummation of the Plan, the Disclosure Statement, or any other contract, instrument, release, or other agreement or document created or entered into in connection with the Plan; (iii) any other postpetition act taken or omitted to be taken in connection with or in contemplation of the restructuring of the Debtors; or (iv) the approval of the Disclosure Statement or Confirmation or consummation of the Plan; provided, however, that the foregoing provisions shall have no effect on the liability of any Entity that results from any such act or omission that is determined in a Final Order of the Bankruptcy Court or other court of competent jurisdiction to have constituted gross negligence or willful misconduct; provided, further, however, that the Exculpated Parties shall each be entitled to rely upon the advice of counsel concerning their duties pursuant to, or in connection with, the above-referenced documents, actions, or inactions.

(b) The Exculpated Parties have, and upon Confirmation of the Plan shall be deemed to have, participated in good faith and in compliance with the applicable provisions of the Bankruptcy Code with regard to the solicitation and distributions pursuant to the Plan, and, therefore, are not, and on account of such Distributions shall not be, liable at any time for the violation of any applicable law, rule, or regulation governing the solicitation of acceptances or rejections of the Plan or such Distributions made pursuant to the Plan.

### **9.04 INJUNCTIONS**

(a) FROM AND AFTER THE EFFECTIVE DATE, ALL ENTITIES WHOSE CLAIMS HAVE BEEN RELEASED OR EXCULPATED UNDER THIS PLAN ARE PERMANENTLY ENJOINED FROM COMMENCING OR CONTINUING IN ANY MANNER, ANY CAUSE OF ACTION RELEASED OR TO BE RELEASED PURSUANT TO THE PLAN OR THE CONFIRMATION ORDER.

(b) FROM AND AFTER THE EFFECTIVE DATE, TO THE EXTENT OF THE RELEASES AND EXCULPATION GRANTED IN SECTIONS 9.01 THROUGH 9.03 (INCLUSIVE), THE APPLICABLE RELEASING PARTIES SHALL BE PERMANENTLY ENJOINED FROM COMMENCING OR CONTINUING IN ANY MANNER AGAINST THE RELEASED PARTIES AND THE EXCULPATED PARTIES AND THEIR ASSETS AND PROPERTIES, AS THE CASE MAY BE, ANY SUIT, ACTION OR OTHER PROCEEDING, ON ACCOUNT OF OR RESPECTING ANY CLAIM, DEMAND, LIABILITY, OBLIGATION, DEBT, RIGHT, CAUSE OF ACTION, INTEREST OR REMEDY RELEASED OR TO BE RELEASED UNDER THIS PLAN.

(c) EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THE PLAN, RELATED DOCUMENTS, OR FOR OBLIGATIONS ISSUED PURSUANT TO THE PLAN, ALL ENTITIES WHO HAVE HELD, HOLD OR MAY HOLD CLAIMS OR INTERESTS THAT HAVE BEEN RELEASED PURSUANT TO THE PLAN OR THAT ARE SUBJECT TO THE EXCULPATORY

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<sup>4</sup> “Exculpated Parties” means as of the Petition Date through the Effective Date: (i) the Debtors; (ii) Richard Arnold, Wayne Johnson, and Bradley Scher in their capacities as directors and/or officers of the Debtors; (iii) the Professionals of the Debtors and the Creditors’ Committee and their respective employees and shareholders; and (iv) the Creditors’ Committee and each of its members (each solely in such capacity), provided, however, that notwithstanding the foregoing definitions, Exculpated Parties shall not include, and hereby expressly excludes, the Patriarch Stakeholders and their respective parents, affiliates, successors and assigns, shareholders, officers, directors, agents, employees, representatives, and attorneys, and neither the Patriarch Stakeholders nor any of their respective parents, affiliates, successors and assigns, shareholders, officers, directors, agents, employees, representatives, or attorneys shall be considered predecessors to Ankura for purposes of the Plan.

PROVISIONS OF SECTION 9.03, ARE PERMANENTLY ENJOINED, FROM AND AFTER THE EFFECTIVE DATE, FROM TAKING ANY OF THE FOLLOWING ACTIONS: (I) COMMENCING OR CONTINUING IN ANY MANNER ANY ACTION OR OTHER PROCEEDING OF ANY KIND ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; (II) ENFORCING, ATTACHING, COLLECTING OR RECOVERING BY ANY MANNER OR MEANS ANY JUDGMENT, AWARD, DECREE OR ORDER AGAINST SUCH ENTITIES ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; (III) CREATING, PERFECTING OR ENFORCING ANY ENCUMBRANCE OF ANY KIND AGAINST SUCH ENTITIES OR THE PROPERTY OR ESTATES OF SUCH ENTITIES ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; (IV) COMMENCING OR CONTINUING IN ANY MANNER ANY ACTION OR OTHER PROCEEDING OF ANY KIND ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS RELEASED, OR SETTLED PURSUANT TO THE PLAN; AND (V) ACTING OR PROCEEDING IN ANY MANNER, IN ANY PLACE WHATSOEVER, THAT DOES NOT CONFORM WITH THE PROVISIONS OF THE PLAN TO THE FULL EXTENT PERMITTED BY APPLICABLE LAW.

(d) THE RIGHTS AFFORDED IN THE PLAN AND THE TREATMENT OF ALL CLAIMS AND INTERESTS HEREIN SHALL BE IN EXCHANGE FOR AND IN COMPLETE SATISFACTION OF ALL CLAIMS AND INTERESTS OF ANY NATURE WHATSOEVER, INCLUDING ANY INTEREST ACCRUED ON CLAIMS FROM AND AFTER THE PETITION DATE, AGAINST THE DEBTORS OR ANY OF THEIR ASSETS, PROPERTY OR ESTATES. ON THE EFFECTIVE DATE, ALL SUCH CLAIMS AGAINST THE DEBTORS SHALL BE FULLY RELEASED, AND ALL SUCH CLAIMS AND INTERESTS SHALL BE DEEMED SURRENDERED AND EXTINGUISHED.

Dated: October 27, 2021  
Wilmington, Delaware

**POLSINELLI PC**

/s/ Shanti M. Katona

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