

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


In re: Bear Island Paper Company, L.L.C.  
Case No. 10-31202 (DOT)

MONTHLY OPERATING REPORT


SEPTEMBER 1, 2011 THROUGH SEPTEMBER 30, 2011

Required Documents	Form No.	Documents Attached	Explanation Attached	Affidavit/Supplement Attached
Balance Sheet	MOR-1	X		
Income Statement	MOR-2	X		
Cash Receipts and Disbursements	MOR-3	X		
Accounts Receivable Aging	MOR-4a	X		
Aging of Postpetition Payables	MOR-4b	X		
Status of Postpetition Taxes	MOR-4c		X	
Bank Reconciliations	MOR-5a	X	X	
Investment Accounts	MOR-5b			
Cash	MOR-5c	X		
Insider Payments	MOR-6a			
Restructuring Professional Payments	MOR-6b	X	X	
Postpetition Status of Leases Payable	MOR-6c	X		
Adequate Protection Payments	MOR-6d			
Debtor Questionnaire	MOR-7a	X		X
Insurance	MOR-7b	X	X	

IN ACCORDANCE WITH TITLE 28, SECTION 1746, OF THE UNITED STATES CODE, I DECLARE UNDER PENALTY OF PERJURY THAT I HAVE EXAMINED THE FOLLOWING MONTHLY OPERATING REPORT (MOR-1 THROUGH MOR-7) AND THE ACCOMPANYING ATTACHMENTS AND, TO THE BEST OF MY KNOWLEDGE, THESE DOCUMENTS ARE TRUE, CORRECT AND COMPLETE. DECLARATION OF THE PREPARER (OTHER THAN RESPONSIBLE PARTY) IS BASED ON ALL INFORMATION OF WHICH PREPARER HAS ANY KNOWLEDGE.

RESPONSIBLE PARTY:  
  
\_\_\_\_\_  
ORIGINAL SIGNATURE OF RESPONSIBLE PARTY  
  
Edward D. Sherrick  
\_\_\_\_\_  
PRINTED NAME OF RESPONSIBLE PARTY

Senior Vice-President  
\_\_\_\_\_  
TITLE  
  
October 31, 2011  
\_\_\_\_\_  
DATE

PREPARER:  
  
\_\_\_\_\_  
ORIGINAL SIGNATURE OF PREPARER  
  
Eric A. Goebel  
\_\_\_\_\_  
PRINTED NAME OF PREPARER

Manager, Cash/Treasury  
\_\_\_\_\_  
TITLE  
  
October 31, 2011  
\_\_\_\_\_  
DATE

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**BALANCE SHEET (MOR-1)**  
**SEPTEMBER 30, 2011**  
**(IN USD)**

**ASSETS**

**CURRENT ASSETS :**

Cash		\$	19,089,291
Accounts Receivable - Trade			12,122,362
Accounts Receivable - Other			579,688
Due from White Birch Paper Company			544,799
Inventory:			
Raw Materials & Stores	\$	11,089,964	
Finished Goods		<u>4,141,583</u>	15,231,547
Timberdeeds			21,951
Deposits, Prepaid Expenses and Other			<u>2,182,501</u>
Total Current Assets			<u>49,772,139</u>

**FIXED ASSETS:**

Machinery & Equipment	\$	255,406,990	
Timberlands		<u>1,067,654</u>	
		256,474,644	
Less - Accumulated Depreciation and Depletion		<u>(162,108,754)</u>	<u>94,365,890</u>

		\$	<u><u>144,138,029</u></u>
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**LIABILITIES AND STOCKHOLDERS' EQUITY**

**CURRENT LIABILITIES:**

Accounts Payable and Accrued Liabilities		\$	8,491,764
Accrued Service Charge			109,516
Current Portion Capitalized Leases			<u>0</u>
Total Current Liabilities			8,601,280

**LIABILITIES SUBJECT TO COMPROMISE:**

Intercompany F.F. Soucy L.P.		5,738	
Intercompany Brant Industries, Inc		59,822	
Accounts Payable		8,166,695	
Intercompany White Birch Paper Company		<u>135,854,779</u>	<u>144,087,034</u>

			152,688,314
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**STOCKHOLDERS' EQUITY**

Contributed Capital			97,371,253
Retained Earnings (Deficit)			<u>(105,921,538)</u>
Total Stockholders' Equity			<u>(8,550,285)</u>
Total Liabilities and Stockholders' Equity		\$	<u><u>144,138,029</u></u>

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**INCOME STATEMENT (MOR-2)**  
**MONTH OF SEPTEMBER**  
**(IN USD)**

	<u>2011</u>	<u>2010</u>
	<u>MONTH OF</u> <u>SEPTEMBER</u>	<u>MONTH OF</u> <u>SEPTEMBER</u>
<b>SALES</b>		
Gross	\$ 12,914,816	\$ 11,795,690
Freight	(1,074,332)	(916,102)
Net Sales	<u>11,840,484</u>	<u>10,879,588</u>
<b>COST OF GOODS SOLD</b>	<u>(10,550,926)</u>	<u>(9,553,960)</u>
Gross Profit (Loss)	1,289,558	1,325,628
<b>GENERAL AND ADMINISTRATIVE EXPENSE</b>		
Sales Commission	(387,445)	(353,871)
Write off of Goodwill	0	0
Other	(226,567)	(497,500)
Operating Profit (Loss)	<u>675,546</u>	<u>474,257</u>
<b>OTHER INCOME (EXPENSE)</b>		
Interest Income	0	0
Interest Expense	0	0
Other Income	0	0
Net Income (Loss)	<u>675,546</u>	<u>474,257</u>
<b>DEFICIT BEGINNING OF PERIOD</b>	(106,597,084)	(112,067,701)
<b>PRIOR PERIOD ADJUSTMENT</b>	0	0
<b>DISTRIBUTION DURING THE PERIOD</b>	<u>0</u>	<u>0</u>
<b>DEFICIT END OF PERIOD</b>	<u>\$ (105,921,538)</u>	<u>\$ (111,593,444)</u>

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**CASH RECEIPTS AND DISBURSEMENTS (MOR-3)**  
**SEPTEMBER 1, 2011 THROUGH SEPTEMBER 30, 2011**  
**BOOK BALANCE (IN USD)**

	<b>CURRENT PERIOD</b> <b>9/1/2011 - 9/30/2011</b>	<b>CUMULATIVE</b> <b>FILING TO DATE</b>
<b>BEGINNING CASH</b>		
1. CASH - BEGINNING OF PERIOD	\$ 18,928,292	\$ 4,106,521
<b>RECEIVABLES FROM WHITE BIRCH</b>		
2. CASH RECEIVABLES	\$ 1,312,055	\$ 1,598,068
<b>COLLECTION OF ACCOUNTS RECEIVABLE</b>		
3. PREPETITION	\$ -	\$ 12,458,973
4. POSTPETITION	\$ 10,832,744	\$ 214,787,170
5. TOTAL OPERATING RECEIPTS	\$ 10,832,744	\$ 227,246,143
<b>NON - OPERATING RECEIPTS</b>		
6. LOANS & ADVANCES (ATTACH LIST)	\$ -	\$ -
7. SALE OF ASSETS	\$ -	\$ -
8. OTHER (ATTACH LIST)	\$ -	\$ -
9. TOTAL NON-OPERATING RECEIPTS	\$ -	\$ -
10. TOTAL RECEIPTS	\$ 12,144,799	\$ 228,844,211
11. TOTAL CASH AVAILABLE	\$ 31,073,091	\$ 232,950,732
<b>OPERATING DISBURSEMENTS</b>		
12. PAYROLL RELATED	\$ 1,536,434	\$ 26,966,667
13. CHEMICALS	\$ 914,948	\$ 17,640,023
14. CLOTHING, WIRES AND FELTS	\$ 232,426	\$ 3,967,939
15. SERVICES	\$ 552,305	\$ 8,912,907
16. EMPLOYEE RELATED	\$ 14,490	\$ 248,778
17. EQUIPMENT	\$ 594,149	\$ 12,364,899
18. FREIGHT	\$ 1,062,686	\$ 19,345,624
19. INVENTORY	\$ 410,327	\$ 8,735,153
20. LEASES	\$ 14,048	\$ 403,978
21. MISCELLANEOUS	\$ 333,653	\$ 4,162,089
22. OFFICE SUPPLIES AND INSURANCE	\$ 142,365	\$ 4,365,208
23. OPERATING SUPPLIES	\$ 56,384	\$ 570,250
24. RECYCLED FIBER	\$ 1,642,341	\$ 21,840,103
25. WOOD FIBER	\$ 1,530,037	\$ 23,038,650
24. UTILITIES	\$ 1,789,878	\$ 45,715,546
25. TAXES	\$ 4,719	\$ 1,025,852
25. CORPORATE DISBURSEMENTS - MGMT FEE	\$ 384,610	\$ 6,725,980
26. TOTAL OPERATING DISBURSEMENTS	\$ 11,215,800	\$ 206,029,646
<b>REORGANIZATION EXPENSES</b>		
27. PROFESSIONAL FEES	\$ 223,201	\$ 7,123,996
28. U.S. TRUSTEE FEES	\$ -	\$ 163,000
29. OTHER (ATTACH LIST)	\$ -	\$ -
30. TOTAL REORGANIZATION EXPENSES	\$ 223,201	\$ 7,286,996
31. TOTAL DISBURSEMENTS	\$ 11,439,001	\$ 213,316,642
<b>CASH HELD BY WHITE BIRCH PAPER</b>		
32. CASH RECEIVABLE FROM WHITE BIRCH	\$ 544,799	\$ 544,799
<b>ENDING CASH</b>		
33. CASH - END OF MONTH	\$ 19,089,291	\$ 19,089,291

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**ACCOUNTS RECEIVABLE, ACCOUNTS PAYABLE AND TAXES (MOR 4)**  
**AS OF SEPTEMBER 30, 2011**  
**(IN USD)**

<b>ACCOUNTS RECEIVABLE AGING (MOR-4a)</b>	
<b>AGING PERIOD</b>	<b>AMOUNT</b>
1. 0-30	\$12,022,520
2. 31-60	\$1,483,060
3. 61-90	\$104,898
4. 91+	\$59,330
5. TOTAL ACCOUNTS RECEIVABLE	\$13,669,808
6. AMOUNT CONSIDERED UNCOLLECTIBLE	\$967,757
7. ACCOUNTS RECEIVABLE (NET)	\$12,702,050

<b>AGING OF POSTPETITION PAYABLES (MOR-4b)</b>					
<b>PAYABLE</b>	<b>0-30 DAYS</b>	<b>31-60 DAYS</b>	<b>61-90 DAYS</b>	<b>91+ DAYS</b>	<b>TOTAL</b>
1. ACCOUNTS PAYABLE	\$1,970,606	\$52,225	\$0	\$0	\$2,022,831

<b>STATUS OF POSTPETITION TAXES (MOR-4c)</b>				
	<b>BEGINNING TAX LIABILITY</b>	<b>AMOUNT WITHHELD AND/OR ACCRUED</b>	<b>AMOUNT PAID</b>	<b>TOTAL</b>
<b>FEDERAL</b>	See Note 1 Below			
1. WITHHOLDING				
2. FICA-EMPLOYEE				
3. FICA-EMPLOYER				
4. UNEMPLOYMENT				
5. INCOME				
6. OTHER (ATTACH LIST)				
7. TOTAL FEDERAL TAXES				
<b>STATE AND LOCAL</b>				
8. WITHHOLDING				
9. SALES				
10. EXCISE				
11. UNEMPLOYMENT				
12. REAL PROPERTY				
13. PERSONAL PROPERTY				
14. OTHER (ATTACH LIST)				
15. TOTAL STATE & LOCAL				
16. TOTAL TAXES				

NOTE 1: Bear Island Paper Company, L.L.C. ("Bear Island") believes that it is current on all tax obligations as of September 30, 2011.

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**BANK RECONCILIATIONS, INVESTMENT ACCOUNTS AND CASH (MOR-5)**  
**AS OF SEPTEMBER 30, 2011**  
**(IN USD)**

The debtor in possession must complete the reconciliation below for each bank account, including all general, payroll and tax accounts, as well as all savings and investment, accounts, money market accounts, certificates of deposit, government obligations, etc. Accounts with restricted funds should be identified by placing an asterisk next to the account number. Attach additional sheets if necessary.

BANK RECONCILIATIONS (MOR-5a)				
	ACCOUNT #1	ACCOUNT #2	ACCOUNT #3	TOTAL
A. BANK:	HSBC Bank USA, NA <sup>(1)</sup>	HSBC Bank USA, NA	HSBC Bank USA, NA	
B. ACCOUNT NUMBER:	XXX-XX011-7	XXX-XX064-8	XXX-XX063-0	
C. PURPOSE (TYPE):	Collection Acct. (USD)	Payables Disb. (USD)	Payroll Disb. (USD)	
1. BALANCE PER BANK STATEMENT	\$ -	\$ 20,282,033	\$ -	\$ 20,282,033
2. ADD: TOTAL DEPOSITS NOT CREDITED	\$ -	\$ -	\$ -	\$ -
3. SUBTRACT: OUTSTANDING CHECKS	\$ -	\$ (1,185,971)	\$ (10,139)	\$ (1,196,110)
4. OTHER RECONCILING ITEMS	\$ -	\$ (6,771)	\$ 10,139	\$ 3,367
5. MONTH END BALANCE PER BOOKS	\$ -	\$ 19,089,291	\$ -	\$ 19,089,291
6. NUMBER OF LAST CHECK WRITTEN	N/A	23271	N/A	

NOTE 1: Amounts for HSBC account XXX-XX011-7 are aggregated with HSBC account XXX-XX064-8.

INVESTMENT ACCOUNTS (MOR-5b)							
BANK, ACCOUNT NAME & NUMBER	DATE OF PURCHASE	TYPE OF INSTRUMENT	PURCHASE PRICE	DATE OF PURCHASE	TYPE OF INSTRUMENT	PURCHASE PRICE	CURRENT VALUE
7. NONE							
8.							
9.							
10.							
11. TOTAL INVESTMENTS							

CASH (MOR-5c)	
12. CURRENCY ON HAND	\$ 700
13. TOTAL CASH - END OF MONTH (BOOK BALANCE)	\$ 19,089,991

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**PAYMENTS TO INSIDERS, RESTRUCTURING PROFESSIONALS, POSTPETITION STATUS OF LEASES PAYABLE AND ADEQUATE PROTECTION PAYMENTS (MOR 6) SEPTEMBER 1, 2011 THROUGH SEPTEMBER 30, 2011 (IN USD)**

OF THE TOTAL DISBURSEMENTS SHOWN FOR THE MONTH, LIST THE AMOUNT PAID TO INSIDERS (AS DEFINED IN SECTION 101 (31) (A)-(F) OF THE U.S. BANKRUPTCY CODE) AND TO PROFESSIONALS. ALSO, FOR PAYMENTS TO INSIDERS, IDENTIFY THE TYPE OF COMPENSATION PAID (e.g. SALARY, BONUS, COMMISSIONS, INSURANCE, HOUSING ALLOWANCE, TRAVEL, CAR ALLOWANCE, ETC.). ATTACH ADDITIONAL SHEETS IF NECESSARY.

INSIDERS (MOR-6a)			
NAME	TYPE OF PAYMENT	AMOUNT	TOTAL PAID TO DATE
1. None			
2.			
3.			
4.			
5.			
6. TOTAL PAYMENTS TO INSIDERS			

RESTRUCTURING PROFESSIONALS (MOR-6b) <sup>(1)</sup>					
NAME	INVOICE DATE	INVOICE NUMBER	PAYMENT DATE	AMOUNT PAID	PERIOD COVERED
1. AlixPartners LLP/White Birch	9/8/2011	2034131	9/29/2011	\$133,976	8/1/2011 through 8/31/2011
2. AlixPartners LLP/Bear Island	8/9/2011	2033579	9/8/2011	\$2,576	7/1/2011 through 7/31/2011
3. AlixPartners LLP/Bear Island	9/8/2011	2034132	9/29/2011	\$9,077	8/1/2011 through 8/31/2011
4. FTI Consulting Inc	8/2/2011	May 2011	9/8/2011	\$42,500	5/1/2011 through 5/31/2011
5. FTI Consulting Inc	8/2/2011	June 2011	9/8/2011	\$42,500	6/1/2011 through 6/30/2011
6. Kirkland & Ellis LLP	6/14/2011	May 2011	9/1/2011	\$25,146	5/1/2011 through 5/31/2011
7. Kirkland & Ellis LLP	7/21/2011	June 2011	9/1/2011	\$27,374	6/1/2011 through 6/30/2011
8. Kirkland & Ellis LLP	8/18/2011	July 2011	9/15/2011	\$24,259	7/1/2011 through 7/31/2011
9. Latham & Watkins LLP	8/31/2011	110611846	9/22/2011	\$8,338	8/1/2011 through 8/31/2011
10. Lazard Freres Co., LLC	9/6/2011	September 2011	9/22/2011	\$100,000	9/1/2011 through 9/30/2011
11. Spotts Fain PC	9/15/2011	147765	9/22/2011	\$747	8/1/2011 through 8/31/2011
12. Troutman Sanders	8/9/2011	1368638	9/8/2011	\$19,014	7/1/2011 through 7/31/2011
13. Troutman Sanders	9/9/2011	1374975	9/29/2011	\$30,756	8/1/2011 through 8/31/2011
TOTAL PROFESSIONAL FEES				\$466,261	

NOTE 1: White Birch Paper Company ("White Birch") remits most, but not all, of the payments in exchange for services Bear Island receives regarding its Chapter 11 case. Subsequently, White Birch allocates charges to Bear Island using intercompany transfers. However, due to the cross-border nature of White Birch's business and this Chapter 11 case, payments identified in response to MOR-6b concern amounts expended not only for Bear Island's restructuring, but also for certain of its Canadian affiliates. These payments are identified in the aggregate amount and White Birch has made no attempt to apportion any amounts to the respective entities that incurred specific charges for restructuring services. This schedule excludes payments made by White Birch with respect to professional restructuring services provided solely to Canadian affiliates.

POSTPETITION STATUS OF LEASES PAYABLE (MOR-6c)			
NAME OF CREDITOR	SCHEDULED MONTHLY PAYMENTS DUE	AMOUNTS PAID DURING PERIOD	TOTAL UNPAID POSTPETITION
1. Toyota Financial Services	7	\$446	\$3,125
2. Wells Fargo Financial Leasing	0	\$0	\$0
3. Caterpillar Financial Services	5	\$2,822	\$14,110
4. Caterpillar Financial Services	1	\$2,852	\$2,853
5. NMHG Financial Services (VBS)	6	\$3,490	\$20,940
6. Ford Motor Credit (post petition)	22	\$465	\$10,235
7. VBS (post petition)	22	\$3,308	\$72,776
8. Pitney Bowes (post petition)	8	\$665	\$5,323
9. Edwards Business Systems (post petition)	45	\$0	\$33,904
TOTAL		\$14,048	\$163,266

ADEQUATE PROTECTION PAYMENTS (MOR-6d)				
NAME OF CREDITOR	CHECK NUMBER	CHECK DATE	DEPOSIT TYPE	CHECK AMOUNT
1. None				
2.				
3.				
4. TOTAL				

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**QUESTIONNAIRE, INSURANCE AND INSTALLMENT PAYMENTS (MOR-7)**

<b>QUESTIONNAIRE (MOR-7a)</b>		
	<b>YES</b>	<b>NO</b>
1. HAVE ANY ASSETS BEEN SOLD OR TRANSFERRED OUTSIDE THE NORMAL COURSE OF BUSINESS THIS REPORTING PERIOD?		X
2. HAVE ANY FUNDS BEEN DISBURSED FROM ANY ACCOUNT OTHER THAN A DEBTOR IN POSSESSION ACCOUNT?	X	
3. ARE ANY POSTPETITION RECEIVABLES (ACCOUNTS, NOTES, OR LOANS) DUE FROM RELATED PARTIES?	X	
4. HAVE ANY PAYMENTS BEEN MADE ON PREPETITION LIABILITIES THIS REPORTING PERIOD?		X
5. HAVE ANY POSTPETITION LOANS BEEN RECEIVED BY THE DEBTOR FROM ANY PARTY?	X	
6. ARE ANY POSTPETITION PAYROLL TAXES PAST DUE?		X
7. ARE ANY POSTPETITION STATE OR FEDERAL INCOME TAXES PAST DUE?		X
8. ARE ANY POSTPETITION REAL ESTATE TAXES PAST DUE?		X
9. ARE ANY OTHER POSTPETITION TAXES PAST DUE?		X
10. ARE ANY AMOUNTS OWED TO POSTPETITION CREDITORS DELINQUENT?		X
11. HAVE ANY PREPETITION TAXES BEEN PAID DURING THE REPORTING PERIOD?		X
12. ARE ANY WAGE PAYMENTS PAST DUE?		X

IF THE ANSWER TO ANY OF THE ABOVE QUESTIONS IS "YES," PROVIDE A DETAILED EXPLANATION OF EACH ITEM. ATTACH ADDITIONAL SHEETS IF NECESSARY.

<b>INSURANCE (MOR-7b)</b>		
	<b>YES</b>	<b>NO</b>
1. ARE WORKER'S COMPENSATION, GENERAL LIABILITY AND OTHER NECESSARY INSURANCE COVERAGES IN EFFECT?	X	
2. ARE ALL PREMIUM PAYMENTS PAID CURRENT?	X	
3. PLEASE ITEMIZE POLICIES BELOW.		

IF THE ANSWER TO ANY OF THE ABOVE QUESTIONS IS "NO," OR IF ANY POLICIES HAVE BEEN CANCELLED OR NOT RENEWED DURING THIS REPORTING PERIOD, PROVIDE AN EXPLANATION BELOW. ATTACH ADDITIONAL SHEETS IF NECESSARY.

<b>INSURANCE POLICY ITEMIZATION (MOR-7b #3) (1)</b>		
<b>TYPE OF POLICY</b>	<b>POLICY NUMBER</b>	<b>CARRIER</b>
Excess Fiduciary Liability	MNN587506	Axis Insurance Company
Property	1-72576-XG633	FM Global
Ocean Cargo	0025-89-08DTO	Chubb Group of Insurance Companies
Crime	10BDDAP1041	The Hartford
Pension and Welfare Benefit Plan Fiduciary Liability	14-MG-09-A9767	Houston Casualty Company
Directors, Officers and Organization Liability	14-MGU-09-A19390	U.S. Specialty Insurance Company
Excess Liability Insurance	TL2-621-093858-019	Liberty Mutual Insurance Company
Commercial Excess Liability Umbrella	YSM-CUP-7359N472-TIL-10	Travelers Property Casualty Company of America
Commercial General Liability and Employee Benefits	Y-660-77N4110-COF-10	The Charter Oak Fire Insurance Company
Commercial Automobile	Y-8107359N460-TIL-10	Travelers Property Casualty Company of America

NOTE 1: All insurance premiums are paid by White Birch and charged to Bear Island through intercompany transactions.



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**RESPONSE TO QUESTIONS 2, 3 & 5 FROM MOR-7a**

**Question #2** - White Birch remits most, but not all, payments in exchange for services related to Bear Island's restructuring, as well as insurance coverage. Subsequently, White Birch transfers charges allocated to Bear Island utilizing intercompany transfers.

**Question #3** - As part of the company's cash management system, White Birch receives customer receipts and deposits them into a White Birch owned lockbox. Then, when available, cash in an amount equal to the receivables owed to Bear Island is transferred from the White Birch lockbox to a Bear Island owned HSBC account. The cash receivable from White Birch to Bear Island on September 30, 2011 was \$544,799. For additional information regarding Bear Island's cash management system, please see *Motion of Bear Island Paper Company, L.L.C. for Entry of an Order Authorizing, but not Directing, the Debtor to: (A) Continue Using Its Existing Cash Management System, Bank Accounts and Business Forms; (B) Maintain Existing Investment Practices; and (C) Continue Performing Ordinary Course Intercompany Transactions* [Docket No. 8].

**Question #5** - Although Bear Island is a borrower under the \$140,000,000 Senior Secured Super-Priority Debtor-In-Possession Term Loan Credit Agreement (the "DIP Facility"), all funds borrowed under the DIP Facility are held by White Birch and its Canadian affiliate F.F. Soucy Inc. & Partners L.P. No funds borrowed under the DIP Facility have been transferred to Bear Island.