

Van Paper CO  
Form S-4/A  
May 25, 2011  
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As filed with the Securities and Exchange Commission on May 25, 2011

Registration No. 333-173820

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**Amendment No. 1 to**  
**FORM S-4**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**CLEARWATER PAPER CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

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<b>Delaware</b> (State or Other Jurisdiction)	<b>2631</b> (Primary Standard Industrial Classification Code Number)	<b>20-3594554</b> (I.R.S. Employer Identification No.)
<b>of Incorporation or Organization)</b>	<b>601 West Riverside, Suite 1100</b> <b>Spokane, Washington, 99201</b> <b>(509) 344-5900</b>	

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**Michael S. Gadd**  
**Senior Vice President, General Counsel and Corporate Secretary**  
**Clearwater Paper Corporation**  
**601 West Riverside, Suite 1100**  
**Spokane, Washington, 99201**  
**(509) 344-5900**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

*Copy To:*

**Blair W. White, Esq.**

**Justin D. Hovey, Esq.**

**Pillsbury Winthrop Shaw Pittman LLP**

**P.O. Box 7880**

**San Francisco, CA 94120**

**(415) 983-1000**

**(415) 983-1200 (facsimile)**

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**Approximate Date of Commencement of Proposed Sale of the Securities to the Public:** As soon as practicable after the effective date of this registration statement.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

**The registrants hereby amend this registration statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

**TABLE OF ADDITIONAL REGISTRANT GUARANTORS**

Exact Name of Registrant Guarantor as Specified in its Charter (1)	I.R.S. Employer Identification No.	Jurisdiction of Incorporation
Cellu Tissue Holdings, Inc.	06-134649	Delaware
Cellu Tissue Corporation Natural Dam	06-150911	Delaware
Cellu Tissue Corporation Neenah	42-154613	Delaware
Cellu Tissue LLC	06-134649	Delaware
Coastal Paper Company	64-0802646	Virginia
Menominee Acquisition Corporation	06-150968	Delaware
Van Paper Company	64-080421	Mississippi
Van Timber Company	64-084208	Mississippi
Cellu Tissue Thomaston, LLC	36-463553	Delaware
Cellu Tissue Long Island, LLC	36-463554	Delaware
Cellu Tissue Corporation Oklahoma City	27-2005803	Delaware

(1) The principal executive offices of, and the agent for service for, each registrant guarantor is Michael S. Gadd, Vice President, General Counsel and Corporate Secretary, Clearwater Paper Corporation, 601 West Riverside, Suite 1100, Spokane, Washington, 99201, (509) 344-5900.

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**The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state or other jurisdiction where the offer or sale is not permitted.**

**SUBJECT TO COMPLETION, DATED MAY 25, 2011**

**PRELIMINARY PROSPECTUS**

**CLEARWATER PAPER CORPORATION**

**OFFER TO EXCHANGE ALL OUTSTANDING**

**\$375,000,000 7 1/8% Senior Notes due 2018**

**FOR NEWLY ISSUED, REGISTERED**

**\$375,000,000 7 1/8% Senior Notes due 2018**

**Terms of Exchange Offer**

We are offering to exchange 7 1/8% Senior Notes due 2018 of Clearwater Paper Corporation, or Clearwater Paper, which have been registered under the Securities Act of 1933, or the exchange notes, for any and all currently outstanding 7 1/8% Senior Notes due 2018 of Clearwater Paper, or the outstanding notes. The exchange notes and the outstanding notes are both guaranteed by certain wholly owned domestic subsidiaries of Clearwater Paper. The exchange notes are substantially identical to the outstanding notes, except that the exchange notes have been registered under the federal securities laws and the transfer restrictions, registration rights and additional interest provisions applicable to the outstanding notes do not apply to the exchange notes. The exchange notes will represent the same debt as the outstanding notes, and will be issued under the same indenture.

We will exchange an equal principal amount of exchange notes for all outstanding notes that you validly tender and do not validly withdraw before the exchange offer expires. The exchange offer expires at 12:00 midnight, New York City time, on \_\_\_\_\_, 2011, unless extended. We do not currently intend to extend the exchange offer.

You may withdraw tenders of outstanding notes at any time prior to the expiration of the exchange offer.

The exchange of outstanding notes for exchange notes will not be a taxable event for United States federal income tax purposes.

Neither Clearwater Paper, nor any of its subsidiaries, will receive any proceeds from the exchange offer.

There is not an existing market for the exchange notes and we do not intend to apply for listing of the exchange notes on any securities exchange or automated quotation system.

**Consider carefully the Risk Factors starting on page 13 of this prospectus.**

Each broker-dealer that receives exchange notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such exchange notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act of 1933, as amended,

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and the rules and regulations thereunder, which are referred to collectively as the Securities Act.

This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of exchange notes received in exchange for outstanding notes where such outstanding notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that this prospectus will be made available for 180 days after the date hereof to any broker-dealer for use in connection with any such resale.

**NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THE EXCHANGE NOTES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

The date of this prospectus is \_\_\_\_\_, 2011

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This prospectus incorporates important business and financial information about Clearwater Paper Corporation that is not included or delivered with this prospectus. This information is available without charge to security holders upon written or oral request.

Any requests for business and financial information incorporated but not included in this prospectus should be sent to Clearwater Paper Corporation, 601 West Riverside, Suite 1100, Spokane, Washington, 99201, Attn: Corporate Secretary. To obtain timely delivery, holders of outstanding notes must request the information no later than \_\_\_\_\_, 2011.

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You should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized any person to provide you with any information or represent anything about us or this offering that is not contained in this prospectus. If given or made, any such other information or representation should not be relied upon as having been authorized by us. We are offering to exchange the outstanding notes for the exchange notes only in places where the exchange offer is permitted.

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**ABOUT THIS PROSPECTUS**

In this prospectus, the term Clearwater Paper, we, us, or the Company refers to Clearwater Paper Corporation and our subsidiaries, unless we indicate otherwise or the context otherwise requires. Outstanding notes refers to the \$375,000,000 aggregate principal amount of our unregistered 7 1/8% Senior Notes due 2018 originally issued on October 22, 2010. Exchange notes refers to our registered 8% Senior Notes due 2018 offered pursuant to this prospectus. The outstanding notes and the exchange notes are sometimes referred to collectively as the notes.

Any statements in this prospectus concerning the provisions of any document are not complete. Reference is made to the copy of that document filed or incorporated or deemed to be incorporated by reference as an exhibit to the registration statement of which this prospectus is a part or otherwise filed with the Securities and Exchange Commission, or the SEC. Each statement concerning the provisions of any document is qualified in its entirety by reference to the document so filed.

Neither the delivery of this prospectus nor any sale or exchange made hereunder or thereunder shall, under any circumstances, create an implication that the information contained or incorporated by reference in this prospectus is correct as of any time subsequent to its date. You should assume that the information appearing in this prospectus is accurate only as of the date on the front cover of this prospectus. The business, financial condition, results of operations and prospects of Clearwater Paper may have changed since that date.

**FORWARD-LOOKING STATEMENTS**

This prospectus, including the information incorporated by reference in this prospectus, contains, in addition to historical information, certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding the acquisition of Cellu Tissue, our construction of additional converting and paper making capacity, the cost and timing to complete new facilities, future growth opportunities, future revenues, cash flows, capital expenditures, energy costs, wood fiber costs, manufacturing output, liquidity, the payment of dividends, benefit plan funding levels, the effect of recent accounting standards on our financial condition and results of operations and the tax treatment of the alternative fuels and cellulosic biofuels tax credits. Words such as anticipate, expect, intend, plan, target, project, believe, schedule, estimate, may, and similar expressions are intended to identify such forward-looking statements. These forward-looking statements are based on management's current expectations, estimates, assumptions and projections that are subject to change. Our actual results of operations may differ materially from those expressed or implied by the forward-looking statements contained in or incorporated by reference in this prospectus. Important factors that could cause or contribute to such differences include those risks discussed under Risk Factors in this prospectus, including the following:

an inability to successfully implement our expansion strategies;

difficulties with the integration process or the realization of the benefits expected from the acquisition of Cellu Tissue;

difficulties with completion of our new tissue manufacturing and converting facilities;

the Cellu Tissue acquisition may expose our operations to unidentified liabilities;

changes in the cost and availability of wood fiber used in the production of our products;

changes in freight costs and disruptions in transportation services;

changes in raw material costs and energy availability and costs;



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changes in customer product preferences and competitors product offerings;

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changes in the United States and international economies and in general economic conditions in the regions and industries in which we operate;

cyclical industry conditions;

the loss of business from any of our three largest Consumer Products segment customers or a large Pulp and Paperboard segment customer;

competitive pricing pressures for our products;

reliance on a limited number of third-party suppliers for raw materials;

our qualification to retain, or ability to utilize, tax credits associated with alternative fuels or cellulosic biofuels and the tax treatment associated with receipt of such credits;

labor disruptions;

unforeseen environmental liabilities or expenditures;

unanticipated manufacturing or operating disruptions, including equipment malfunction and damage to our manufacturing facilities caused by fire or weather-related events and IT system failures;

changes in the relationship between supply and demand in the forest products industry, including the amount of available manufacturing capacity and wood fiber used in manufacturing our products;

changes in expenses and required contributions associated with our pension plans;

an inability to fund our debt obligations;

restrictions on our business from debt covenants and terms;

changes in laws, regulations or industry standards affecting our business; and

changes in exchange rates between the U.S. dollar and other currencies.

Forward-looking statements contained or incorporated by reference in this prospectus present our views only as of the date of this prospectus. Except as required under applicable law, we do not intend to issue updates concerning any future revisions of our views to reflect events or circumstances occurring after the date of this prospectus.



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**PROSPECTUS SUMMARY**

This summary highlights information contained elsewhere in this prospectus and does not contain all the information that you should consider before exchanging the notes. You should read this entire document carefully, including the information under the heading **Risk Factors**, before making a decision to exchange your outstanding notes for exchange notes.

**Our Company**

Clearwater Paper Corporation manufactures quality consumer tissue, away-from-home tissue, parent roll tissue, machine-glazed tissue, foam, bleached paperboard, pulp and wood products at 13 manufacturing locations in the U.S. and one in Canada. Our products primarily utilize pulp made from wood fiber. Our private label tissue products, such as facial and bath tissue, paper towels and napkins, are mainly used at-home and are principally sold to major retailers and wholesale distributors. These include grocery, drug, mass merchandise and discount stores. Our paperboard is sold primarily in the high-end segment of the packaging industry and is ultimately used by our customers to make packaging for products ranging from liquids to pharmaceuticals to consumer goods packaging, all of which demand high quality construction and print surfaces for graphics. We produce a significant amount of the pulp required in our tissue and paperboard businesses. We also manufacture wood products, including quality cedar used for its attractive appearance, and lumber products for construction.

*History*

Our facility in Lewiston, Idaho was established in 1927. Prior to our acquisition of Cellu Tissue Holdings Inc., or Cellu Tissue, all of our businesses had been owned directly or indirectly by Potlatch Corporation, which we refer to in this prospectus as Potlatch, until our spin-off on December 16, 2008, which we refer to in this prospectus as the spin-off. In the spin-off, Potlatch distributed 100% of the issued and outstanding shares of our common stock to the holders of Potlatch common stock.

Unless the context otherwise requires or unless otherwise indicated, references in this prospectus to Clearwater Paper Corporation, we, our, the company and us refer:

for all periods prior to the spin-off, to the Consumer Products, Pulp and Paperboard and Wood Products businesses separated from Potlatch Corporation in the spin-off; and

for all periods following the spin-off, to Clearwater Paper Corporation and its subsidiaries.

On December 27, 2010, we acquired Cellu Tissue. Cellu Tissue's customers include consumer retailers and away-from-home, or AFH, distributors of tissue products, and vertically integrated manufacturers and third-party converters serving the tissue, foam and machine-glazed tissue sectors. The Cellu Tissue operations manufacture large rolls of tissue, which we refer to as parent rolls, from purchased pulp and recycled fiber. Cellu Tissue has ten strategically located manufacturing and converting facilities in Connecticut, Georgia, Michigan, Mississippi, New York, Oklahoma, Wisconsin and Ontario, Canada. Six of Cellu Tissue's facilities manufacture parent rolls for internal conversion and external parent roll sales, two of these facilities produce converted tissue products and two facilities are integrated parent roll manufacturing and converting sites.

*Organization*

Our businesses are organized into two reportable operating segments: Consumer Products and Pulp and Paperboard. Commencing January 1, 2010, the wood products operating results have been consolidated into the Pulp and Paperboard segment. The Consumer Products business includes the Cellu Tissue operations we acquired on December 27, 2010.

Our Consumer Products segment manufactures and markets consumer private label tissue products in each tissue category, including bathroom tissue, household paper towels, napkins and facial tissue. As a result of the acquisition of Cellu Tissue, we also manufacture AFH bath and towel tissue, machine-glazed tissue, absorbent paper products and foam products. Our integrated manufacturing and converting operations and geographic footprint enable us to deliver a broad range of cost-competitive products with brand-like quality to our consumer products customers. In 2010, our Consumer Products segment had net sales of \$570.1 million.



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Our Pulp and Paperboard segment manufactures and markets bleached paperboard for the high-end segment of the packaging industry and is a leading producer of solid bleach sulfate, or SBS, paperboard. This segment also produces softwood market pulp, which is used as the basis for many paper products, and slush pulp, which it supplies to our Consumer Products segment. This segment also includes a wood products operation consisting of a lumber mill in Lewiston, Idaho that produces dimensional lumber and supplies wood chips to the adjacent pulp and paperboard facility. In 2010, our Pulp and Paperboard segment had net sales of \$879.9 million, which included \$77.0 million of intersegment pulp sales to our Consumer Products segment.

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**SUMMARY OF THE EXCHANGE OFFER**

**Offering of Outstanding Notes**

On October 22, 2010, we issued \$375,000,000 aggregate principal amount of 7 1/8% Senior Notes due 2018 to the initial purchasers in a private offering. The initial purchasers subsequently resold the outstanding notes to qualified institutional buyers pursuant to Rule 144A under the Securities Act and to non-U.S. persons within the meaning of Regulation S under the Securities Act.

**Registration Rights Agreement**

Clearwater Paper, the guarantors and the initial purchasers have entered into a registration rights agreement for the exchange offer. The registration rights agreement requires that Clearwater Paper use commercially reasonable efforts to complete a registered exchange offer for the outstanding notes or cause to become effective a shelf registration statement for resales of the outstanding notes. The exchange offer is intended to satisfy our obligations under the registration rights agreement.

**The Exchange Offer**

We are offering to exchange up to \$375,000,000 aggregate principal amount of our 7 1/8% Senior Notes due 2018, which have been registered under the Securities Act, for a like principal amount of our outstanding notes, which were offered without registration under the Securities Act. The form and terms of the exchange notes are the same as the form and terms of the outstanding notes except that (i) the exchange notes have been registered under the Securities Act, (ii) the exchange notes will not bear any legend restricting their transfer, (iii) the registration rights and additional interest provisions applicable to the outstanding notes do not apply to the exchange notes, and (iv) the exchange notes bear a different CUSIP number than the outstanding notes.

**Procedures for Tendering Outstanding Notes**

If you wish to accept the exchange offer, you must complete, sign and date the letter of transmittal, or a facsimile of the letter of transmittal, in accordance with the instructions contained in this prospectus and in the letter of transmittal. You should then mail or otherwise deliver the letter of transmittal, or facsimile, together with the outstanding notes to be exchanged and any other required documentation, to the exchange agent at the address set forth in this prospectus and in the letter of transmittal.

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By executing the letter of transmittal, you will represent to Clearwater Paper that, among other things:

you, or any person or entity receiving the exchange notes, are acquiring the exchange notes in the ordinary course of business;

neither you nor any person or entity receiving the exchange notes is engaging in or intends to engage in a distribution of the exchange notes within the meaning of the federal securities laws;

neither you nor any person or entity receiving the exchange notes has an arrangement or understanding with any person or entity to participate in any distribution of the exchange notes;

neither you nor any person or entity receiving the exchange notes is an affiliate of Clearwater Paper, as defined in Rule 405 under the Securities Act;

if you are a broker-dealer, you will receive the exchange notes for your own account in exchange for outstanding notes acquired as the result of market-making activities or other trading activities and that you will deliver a prospectus in connection with any resale of the exchange notes; and

you are not acting on behalf of any person or entity that could not truthfully make these statements.

Alternatively, you may tender your outstanding notes by following the procedures for book-entry delivery or by complying with the guaranteed delivery procedures each described in this prospectus. See The Exchange Offer Procedures for Tendering.

**Resales**

Based on interpretations of the staff of the SEC, we believe that the exchange notes issued in the exchange offer may be offered for resale, resold and otherwise transferred by you without compliance with the registration and prospectus delivery provisions of the Securities Act, provided that:

you are not a broker-dealer tendering notes acquired directly from us;



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you are not participating, do not intend to participate, and have no arrangement or understanding with any person to participate, in the distribution of the exchange notes issued in the exchange offer; and

you are not an affiliate of Clearwater Paper.

If any of these conditions is not satisfied and you transfer any exchange notes issued to you in the exchange offer without delivering a prospectus meeting the requirements of the Securities Act or without an exemption from registration of your exchange notes from these requirements, you may incur liability under the Securities Act. Clearwater Paper will not assume and will not indemnify you against any such liability.

Each broker-dealer that is issued exchange notes in the exchange offer for its own account in exchange for outstanding notes, where such outstanding notes were acquired by that broker-dealer as a result of market-making or other trading activities, must acknowledge that it will deliver a prospectus meeting the requirements of the Securities Act in connection with any resale of the exchange notes. See Plan of Distribution.

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<b>Expiration Date</b>	The exchange offer will expire at 12:00 midnight, New York City time, on _____, 2011, unless extended. We do not currently intend to extend the exchange offer.
<b>Conditions to the Exchange Offer</b>	The exchange offer is subject to certain customary conditions, including that it does not violate any applicable law or SEC staff interpretation.
<b>Guaranteed Delivery Procedures</b>	If you wish to tender your outstanding notes and your outstanding notes are not immediately available or you cannot deliver your outstanding notes, the letter of transmittal or any other required documents, or you cannot comply with the applicable procedures under the Depository Trust Company's, or DTC's, Automated Tender Offer Program, prior to the expiration date, you must tender your outstanding notes according to the guaranteed delivery procedures set forth in this prospectus. See "The Exchange Offer" Procedures for Tendering.
<b>Special Procedures for Beneficial Owners</b>	If you are the beneficial owner of book-entry interests and your name does not appear on a security position listing of DTC as the holder of the book-entry interests or if you are a beneficial owner of outstanding notes that are registered in the name of a broker, dealer, commercial bank, trust company or other nominee and you wish to tender the book-entry interest or outstanding notes in the exchange offer, you should contact the person in whose name your book-entry interests or outstanding notes are registered promptly and instruct that person to tender on your behalf.
<b>Effect of Not Tendering</b>	Any outstanding notes that are not tendered or that are tendered but not accepted will remain subject to restrictions on transfer. Since the outstanding notes have not been registered under the Securities Act, they bear a legend restricting their transfer absent registration or the availability of a specific exemption from registration.
<b>Interest on the Exchange Notes and the Outstanding Notes</b>	The exchange notes will bear interest from the most recent interest payment date to which interest has been paid on the outstanding notes. Interest on the outstanding notes accepted for exchange will cease to accrue upon the issuance of the exchange notes.
<b>Withdrawal Right</b>	Tenders of outstanding notes may be withdrawn at any time prior to 12:00 midnight, New York City time, on _____, 2011 by complying with the withdrawal procedures described in this prospectus. See "The Exchange Offer" Withdrawal Rights.
<b>Federal Income Tax Consequences</b>	The exchange of outstanding notes for exchange notes will not be a taxable event for United States federal income tax purposes. You will not recognize any taxable gain or loss as a result of exchanging outstanding notes for exchange notes and you will have the same tax basis and holding period in the exchange notes as you had in the outstanding notes immediately before the exchange. See "Material United States Federal Income Tax Consequences."
<b>Use of Proceeds</b>	Clearwater Paper will not receive any proceeds from the issuance of exchange notes pursuant to the exchange offer. See "Use of Proceeds."

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**Exchange Agent**

U.S. Bank National Association is serving as exchange agent in connection with the exchange offer. The address and telephone number of the exchange agent are listed under the heading The Exchange Offer Exchange Agent.

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**SUMMARY TERMS OF THE EXCHANGE NOTES**

<b>Issuer</b>	Clearwater Paper Corporation, a Delaware corporation
<b>Notes Offered</b>	\$375,000,000 aggregate principal amount of 7 <sup>1</sup> / <sub>8</sub> % Senior Notes due 2018
<b>Maturity Date</b>	November 1, 2018
<b>Interest</b>	Interest on the exchange notes will accrue at a rate of 7 <sup>1</sup> / <sub>8</sub> % per annum, payable semi-annually in cash in arrears on May 1 and November 1 of each year, commencing May 1, 2011.
<b>Guarantees</b>	The exchange notes will be guaranteed by each of our existing direct and indirect subsidiaries (other than Cellu Tissue-CityForest LLC and Interlake Acquisition Corporation Limited), and each future direct and indirect subsidiary of ours that is a domestic subsidiary and is not designated as an Unrestricted Subsidiary by us. See Description of Exchange Notes Note Guarantees.
<b>Ranking</b>	<p>The exchange notes and the guarantees will be general senior unsecured obligations of Clearwater Paper and the guarantors and will be:</p> <p>equal in right of payment with all of our and any guarantor's existing and future senior unsecured indebtedness;</p> <p>senior in right of payment to all of our and any guarantor's future subordinated indebtedness;</p> <p>effectively subordinated to all of our and any guarantor's existing and future secured indebtedness, including indebtedness under our senior secured revolving credit facility, to the extent of the value of the assets securing that indebtedness; and</p> <p>structurally subordinated to all of the existing and future liabilities, including trade payables, of our subsidiaries that do not guarantee the exchange notes.</p>
<b>Optional Redemption</b>	The exchange notes will be redeemable, in whole or in part, at any time on or after November 1, 2014 on the redemption dates and at the redemption prices specified under Description of Exchange Notes Optional Redemption. Prior to such date we may redeem some or all of the notes at a price of 100% of the principal amount, plus accrued and unpaid interest, if any, plus a make-whole premium. We may redeem up to 35% of the notes prior to November 1, 2013 with the net cash proceeds from one or more qualified equity offerings. See Description of Notes Optional Redemption.
<b>Mandatory Offer to Repurchase</b>	If we sell certain assets and do not apply the proceeds as required or experience specific kinds of changes of control, we must offer to repurchase the exchange notes at the prices set forth under Description of Exchange Notes Repurchase at the Option of Holders below.
<b>Certain Covenants</b>	The covenants contained in the indenture under which the exchange notes will be issued will, among other things, limit our ability and the ability of any restricted subsidiaries to:

borrow money;

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pay dividends, redeem or repurchase our capital stock;

make investments;

sell assets;

create restrictions on the payment of dividends or other amounts to us from our restricted subsidiaries;

enter into transactions with affiliates;

enter into sale and lease-back transactions;

create liens; and

consolidate, merge or sell all or substantially all of our assets.

In addition, the indenture will, among other things, require us to provide reports to holders of the exchange notes. These covenants are subject to a number of important exceptions, limitations and qualifications which are described under Description of Exchange Notes.

**No Established Trading Market**

The exchange notes will not be listed on any securities exchange or on any automated dealer quotation system. We cannot assure you that an active or liquid trading market for the exchange notes will develop. If an active or liquid trading market for the exchange notes does not develop, the market price and liquidity of the exchange notes may be adversely affected.

**Table of Contents****SUMMARY HISTORICAL FINANCIAL DATA**

Prior to our spin-off from Potlatch Corporation on December 16, 2008, we were a wholly-owned subsidiary of Potlatch Corporation. On December 16, 2008, Potlatch distributed 100% of the issued and outstanding shares of our common stock to the holders of Potlatch common stock.

During the period from December 16, 2008 through December 31, 2010, we operated as and were accounted for as a separate public company. Our results of operations and financial condition reflected in the table below cover periods prior to the spin-off and related transactions. The historical financial and other data for periods prior to the spin-off were prepared on a combined basis from Potlatch's consolidated financial statements using the historical results of operations and basis of the assets and liabilities of Potlatch's Consumer Products and Pulp and Paperboard businesses and its wood products operation at Lewiston, Idaho, and give effect to allocations of expenses from Potlatch. The statement of financial position data as of December 31, 2006 is unaudited. The following historical financial information for the three months ended March 31, 2010 and 2011 is derived from our unaudited consolidated condensed financial statements and supporting books and records. The unaudited historical financial information presented has been prepared on a basis consistent with our audited financial statements. In the opinion of management, such unaudited historical financial information reflects all adjustments consisting only of normal and recurring adjustments, necessary for a fair presentation of the results for these periods. All other data has been derived from our audited financial statements. Our historical financial and other data is not necessarily indicative of our future performance nor do they necessarily reflect what our financial position and results of operations would have been had we operated as a separate, stand-alone entity prior to December 16, 2008. In addition, all amounts below for 2010 reflect the acquisition of Cellu Tissue on December 27, 2010, including four days of Cellu Tissue's operating results and incurrence of acquisition related expenses.

This information should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and the notes related to those financial statements incorporated by reference in this prospectus.

	\$0,000,000	\$0,000,000	\$0,000,000	\$0,000,000	\$0,000,000	\$0,000,000	\$0,000,000
	2010	Fiscal Year Ended December 31,			Three Months ended		
		2009	2008	2007	2006	2011	March 31, 2010
	(U.S. dollars in thousands, except earnings per share amounts)						
Net sales	\$ 1,372,965	\$ 1,250,069	\$ 1,255,309	\$ 1,183,032	\$ 1,116,921	\$ 465,830	\$ 330,621
Earnings before interest, debt retirement costs and income taxes	98,767	297,440	28,484	52,407	46,263	23,546	10,564
Net earnings	73,800	182,464	9,743	25,334	20,863	5,604	458
Working capital <sup>A</sup>	394,346	452,583	14,022	128,548	166,871	397,601	464,223
Note payable to Potlatch			100,000	100,000	100,000		
Long-term debt	538,314	148,285					