



Court File No. CV-09-8241-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

THE HONOURABLE MADAM )  
JUSTICE PEPALL )  
WEDNESDAY, THE 7<sup>th</sup> DAY  
OF JULY, 2010

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,  
R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PROPOSED PLAN OF COMPROMISE OR ARRANGEMENT  
WITH RESPECT TO **FRASER PAPERS INC./PAPIERS FRASER INC.**, FPS CANADA  
INC., FRASER PAPERS HOLDINGS INC., FRASER TIMBER LIMITED, FRASER PAPERS  
LIMITED and FRASER N.H. LLC (collectively, the "Applicants")

**APPROVAL AND VESTING ORDER  
(Gorham)**

**THIS MOTION**, made by the Applicants for an order seeking approval of the sale transaction (the "**Transaction**") contemplated by an asset purchase agreement between the Fraser N.H. LLC, as vendor, and MB Growth Partners II, LP and/or such other Person(s) as it may designate as designated purchaser of the Purchased Assets (the "**Purchaser**") made as of May 21, 2010, a copy of which is attached as Exhibit "A" to the affidavit of Glen McMillan sworn June 30, 2010, and as may be further amended, modified or restated from time to time (collectively, the "**Purchase Agreement**"), and vesting in the Purchaser the Applicants' right, title and interest in and to the Purchased Assets was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Motion Record of the Applicants dated June 30, 2010, the Monitor's Twelfth Report (the "**Twelfth Report**") of PricewaterhouseCoopers Inc., in its capacity as monitor of the Applicants (the "**Monitor**") and on hearing the submissions of counsel for the Applicants, counsel for the Monitor, counsel for the Purchaser, counsel for CIBC Asset Based

Lending Inc. (formerly known as CIT Business Credit Canada Inc.), counsel for Brookfield Asset Management Inc., counsel for the United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union and no one appearing for any other person on the service list although all properly served as appears from the affidavit of service of Annette Fournier sworn June 30, 2010, filed:

1. **THIS COURT ORDERS** that all capitalized terms used but not defined in this Order shall have the meanings ascribed thereto in the Purchase Agreement. Any reference in this Order to the Purchase Agreement shall be deemed to be a reference to the Purchase Agreement as amended.

2. **THIS COURT ORDERS** that the time for service of the notice of motion, the Monitor's Twelfth Report and motion record in respect of this motion be and it is hereby abridged and that the motion is properly returnable today and that the service of the notice of motion, the Monitor's Twelfth Report and motion record herein as effected by the Applicants is hereby validated in all respects.

3. **THIS COURT ORDERS AND DECLARES** that the Purchase Agreement and all of its terms and conditions (including all schedules and exhibits attached thereto) and the Transaction are hereby fully and finally approved. The execution, delivery and performance of: (a) the Purchase Agreement (with such alterations and amendments as the parties thereto may agree prior to the Closing of the Transaction, provided that those alterations or amendments are not material); (b) all agreements and other documents contemplated thereby or in furtherance thereof (the "**Related Documents**"); and (c) the Transaction; by the Applicants is hereby authorized and approved.

4. **THIS COURT ORDERS AND DECLARES** that the Applicants are hereby authorized and directed to execute and deliver all documents and agreements referred to in or contemplated by paragraph 3 of this Order and to take such additional actions and execute and deliver such bills of sale, assignments, ancillary agreements, directions, consents, certificates, licenses, acknowledgments and other documents and assurances as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Purchased Assets to the Purchaser or in furtherance of this Order and the performance of their obligations thereunder.

5. **THIS COURT ORDERS AND DECLARES** that upon the delivery of a Monitor's certificate to the Purchaser substantially in the form attached as Schedule "A" hereto (the "**Monitor's Certificate**"), all of the Applicants' right, title, benefit, and interest in and to: (a) the Purchased Assets, including, without limitation, those assets listed in Schedule "B" attached hereto, and further including, without limitation, the real property identified and described in Schedule "C" attached hereto (the "**Real Property**"), shall vest absolutely in the Purchaser free and clear of and from any and all right, title, interest, security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, pledges, options, warrants, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, other financial, proprietary or monetary claims, adverse claims, or rights of use, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured, legal, equitable, possessory or otherwise (collectively, the "**Claims**") including, without limiting the generality of the foregoing: (i) the Charges (as defined in the Initial Order, as amended); (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario), the *Uniform Commercial Code* ("**UCC**") or any other personal property registry system pursuant to equivalent legislation in any other jurisdictions in which all or any part of the Purchased Assets are located; (iii) Claims from employees individually or under successor employer provisions of any legislation; (iv) Claims in respect of any pension plans to which the Applicants are a party; (v) those Claims in respect of the Real Property listed on Schedule "D" hereto; and (vi) those Claims listed on Schedule "E" hereto (all of the above set out in subparagraphs (i), (ii), (iii), (iv), (v) are collectively referred to as the "**Encumbrances**", which term shall not include the permitted encumbrances, easements and restrictive covenants listed on Schedule "F" attached hereto), and, for greater certainty, this Court orders that all of the Claims and Encumbrances affecting or relating to the Purchased Assets are hereby released, extinguished, expunged and discharged as against the Purchased Assets. Counsel for the Purchasers and any agents appointed by such counsel may, immediately following the Closing of the Transaction, proceed with the discharge of such Claims and Encumbrances including, without limitation, the electronic discharge or the electronic continuance of and subsequent discharge of any financing statements, UCC registrations, mortgages or other registrations in respect thereof.

6. **THIS COURT ORDERS** that, notwithstanding anything in this Order to the contrary, no Encumbrances on the Purchased Assets in favour of CIBC Asset Based Lending Inc. (formerly

CIT Business Credit Canada Inc.) (“CIBC”) shall be released, extinguished, expunged or discharged unless (a) any and all letters of credit issued by CIBC under the Amended CIT Term Sheet or CIT Credit Agreement (as defined in the Initial Order) (the “CIT Letters of Credit”) have been irrevocably returned to CIBC or (b) security for any outstanding CIT Letters of Credit has been provided to CIBC in a form and amount acceptable to CIBC, in its sole discretion.

7. **THIS COURT ORDERS** that upon the registration in the applicable land registry or land titles office of a transfer/deed of land or equivalent document in the applicable prescribed forms, or of an application for registration of this vesting order in the applicable prescribed form, the applicable land registrar or equivalent official is hereby directed to enter the Purchaser as the owner of the Real Property in fee simple, and is hereby directed to delete and expunge from title to the Real Property any and all Claims and Encumbrances in respect of the Real Property, including, without limitation, the Claims and Encumbrances listed in Schedules “D” and “E” attached hereto, but excluding the permitted encumbrances, easements and restrictive covenants in respect of the Real Property set out in Schedule “F” attached hereto.

8. **THIS COURT ORDERS** that the net proceeds from the sale of the Purchased Assets (the “Proceeds”) shall stand in the place and stead of the Purchased Assets, and that from and after the delivery of the Monitor’s Certificate, all Claims and Encumbrances shall attach to the Proceeds with the same priority as they had with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

9. **THIS COURT ORDERS AND DIRECTS** that the Monitor file with the Court a copy of the Monitor’s Certificate, forthwith after delivery thereof.

10. **THIS COURT ORDERS** that, pursuant to clause 7(3)(c) of the Canada *Personal Information Protection and Electronic Documents Act* and any equivalent legislation in any other jurisdiction applicable to the Purchaser, the Purchased Assets, the Salaried Employees and/or the Hourly Employees, the Applicants are authorized and permitted to disclose and transfer to the Purchaser all human resources and payroll information in the Applicants’ records pertaining to the Applicants’ past and current employees, including personal information of the Salaried Employees and the Hourly Employees. The Purchaser shall maintain and protect the privacy of

such information and shall be entitled to use the personal information provided to it in a manner which is in all material respects identical to the prior use of such information by the Applicants.

11. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Applicants and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of any of the Applicants,

the vesting of title in the Purchased Assets in the Purchaser, free and clear of all Claims and Encumbrances, shall be binding on any trustee in bankruptcy, receiver, interim receiver or similar party that may be appointed in respect of the Applicants and shall not be void or voidable by creditors of the Applicants, nor shall it constitute nor be deemed to be a transfer at undervalue, fraudulent preference, assignment, fraudulent conveyance or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

12. **THIS COURT ORDERS AND DECLARES** that the Transaction is exempt from the application of the *Bulk Sales Act* (Ontario) and any equivalent legislation in any other jurisdictions in which all or any part of the Purchased Assets are located.

13. **THIS COURT ORDERS AND DECLARES** that all persons shall co-operate fully with the Applicants, the Purchasers, their respective affiliates and the Monitor and do all such things that are necessary or desirable for the purpose of giving effect to and in furtherance of this Order, the Purchase Agreement and the Transaction.

14. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, in the United States (including the U.S. Bankruptcy Court for the District of Delaware) or elsewhere to give effect to this Order and to assist the Applicants, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies (including the U.S.

Bankruptcy Court for the District of Delaware) are hereby respectfully requested to make such orders and to provide such assistance to the Applicants and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Applicants and the Monitor and their respective agents in carrying out the terms of this Order.

15. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada.

  
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ENTERED AT / INSCRIT A TORONTO  
ON / BOOK NO:  
LE / DANS LE REGISTRE NO.:

JUL 08 2010

PER / PAR: JSr

**Schedule A– Form of Monitor’s Certificate**

Court File No. CV-09-8241-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

**THE HONOURABLE MADAM**                    )  
  )  
**JUSTICE PEPALL**                            )  
  )     **WEDNESDAY, THE 7<sup>TH</sup> DAY**  
  )     **OF JULY, 2010**

IN THE MATTER OF THE *COMPANIES’ CREDITORS ARRANGEMENT ACT*,  
R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PROPOSED PLAN OF COMPROMISE OR ARRANGEMENT  
WITH RESPECT TO **FRASER PAPERS INC./PAPIERS FRASER INC.**, FPS CANADA  
INC., FRASER PAPERS HOLDINGS INC., FRASER TIMBER LIMITED., FRASER PAPERS  
LIMITED and FRASER N.H. LLC (collectively, the “Applicants”)

**MONITOR’S CERTIFICATE**

**RECITALS**

A. Pursuant to an Order of the Honourable Mr. Justice Morawetz of the Ontario Superior Court of Justice (Commercial List) (the “Court”) dated June 18, 2009 as amended, PricewaterhouseCoopers Inc. was appointed as monitor (the “Monitor”) of the Applicants.

B. Pursuant to an Order of the Court dated July 7, 2010 (the “Approval and Vesting Order”) the Court approved an asset purchase agreement made as of May 21, 2010 between Fraser N.H. LLC, as vendor, and MB Growth Partners II, LP or its designated affiliates as purchaser (the “Purchaser”), as same may be amended from time to time (the “Purchase Agreement”), and provided for the vesting in the Purchaser of the Applicants’ right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets, upon the delivery by the Monitor to the Purchaser of a certificate confirming (i) the payment by the

Purchaser of the Purchase Price for the Purchased Assets, (ii) that the conditions to Closing as set out in the Purchase Agreement have been satisfied or waived by the Applicants and the Purchaser, as the case may be; and (iii) the Transaction as contemplated in the Purchase Agreement and the Approval and Vesting Order (the "Transaction") has been completed to the satisfaction of the Monitor.

E. Unless otherwise indicated herein, all capitalized terms used but not otherwise defined in this certificate shall have the meanings ascribed thereto in the Purchase Agreement.

**THE MONITOR CERTIFIES** the following:

1. The Purchaser has paid and the Applicants have received the Purchase Price for the Purchased Assets, payable on Closing pursuant to the Purchase Agreement;
2. The conditions to Closing as set out in the Purchase Agreement have been satisfied or waived by the Applicants and the Purchaser, respectively; and
3. The Transaction has been completed in accordance with the terms of the Purchase Agreement and the Approval and Vesting Order.
4. This Certificate was delivered by the Monitor at \_\_\_\_\_ [TIME] on \_\_\_\_\_ [DATE].

**PRICEWATERHOUSECOOPERS INC., in its capacity as Monitor of Fraser Papers Inc./Papiers Fraser Inc., FPS Canada Inc., Fraser Papers Holdings Inc., Fraser Timber Limited, Fraser Papers Limited and Fraser N.H. LLC, and not in its personal or corporate capacity**

Per: \_\_\_\_\_  
Name:  
Title:

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c.C-36 AS AMENDED

AND IN THE MATTER OF A PROPOSED PLAN OF COMPROMISE OR ARRANGEMENT WITH RESPECT TO FRASER PAPERS INC.,  
FPS CANADA INC., FRASER PAPERS HOLDINGS INC., FRASER TIMBER LTD., FRASER PAPERS LIMITED and FRASER N.H. LLC

Court File No. CV-09-8241-00CL

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**ONTARIO**  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)

Proceedings commenced at Toronto

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**MONITOR'S CERTIFICATE**

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**ThorntonGrouFinnigan LLP**  
Barristers and Solicitors  
Suite 3200, P.O. Box 329  
Canadian Pacific Tower  
Toronto-Dominion Centre  
Toronto, ON M5K 1K7

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Lawyers for the Applicants

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SCHEDULE B

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**Lands**

Note: As used herein "recorded" shall mean "recorded in the Coos County Registry of Deeds" and "Paper Mill", "Gorham Mill" and "Cascade Mill" are one and the same.

*Section One*

Parts IV and V [reference from 996-420]  
Cascade Mill - Berlin and Gorham  
Cascade Absorbent Plant - Gorham  
Easements - Berlin and Gorham

CASCADE MILL (a/k/a Paper Mill): Certain real property with the improvements thereon situate in the City of Berlin and the Town of Gorham, County of Coos, State of New Hampshire, and comprised of parcels designated as numbers 5 and 6, which are separated by the Berlin-Gorham Town Line, and the Cascade Absorbent Plant, and are more particularly described herein, and as approximately shown on Brown Company drawing entitled "Property ownership and Rights Along the Androscoggin River - Lot 174 in Gorham to Range 11 in Berlin" - Drawing Number 5 of 13-R-13 by Jackson & Moreland, Engineers, dated April, 1948 and revised October, 1980 to show Parcel No. 5 and 6, said Plan having been recorded in Pocket 5, Folder 4, Plan 7, and said parcels described as follows:

Parcel No. 5 Land within Parcel No. 5 and located in the City of Berlin, County of Coos, and State of New Hampshire; and being a part of Lot 4, Range 11 of Lots and Ranges of said Berlin; and, in general, bounded, except as noted herein, on the east by the westerly right of way line of Boston & Maine Railroad; on the south by the Berlin-Gorham Town Line; on the west by Glen Avenue so-called, also known as State Highway Route 16; and on the north by land belonging to the City of Berlin and the centerline of the Berlin Mills Railroad; and more particularly described as follows:

Beginning at a point on the westerly right of way line of said Boston & Maine Railroad and on the centerline of said Berlin Mills Railroad and further located westerly from the railroad underpass and easterly from the railroad bridge;

Line No. 1 - thence running southerly along the westerly right of way line of said Boston & Maine Railroad a distance of 2,100 feet, more or less, to a point, said point being the intersection of said right of way line and the Berlin-Gorham Town Line;

Line No. 2 - thence running westerly along said Berlin-Gorham Town Line a distance of 1,080 feet, more or less, to a point, on the easterly right of way line of said Glen Avenue, so-called, also known as State Route No. 16;

Line No. 3 - thence running northerly along the easterly right of way line of said State Route No. 16 a distance of 1,980 feet, more or less, to a point, said point being the

southwesterly corner of land belonging to said City of Berlin;

Line No. 4 - thence running easterly along said southerly boundary of land belonging to said City of Berlin and across the southerly end of Watson Street, so-called, a distance of 180 feet, more or less, to a point on the easterly right of way line of said Watson Street at the southerly end;

Line No. 5 - thence at a slight deflection angle to the right and continuing in an easterly direction a distance of 120 feet, more or less, to a point on the centerline of the Berlin Mills Railroad track at the westerly bridge abutment;

Line No. 6 - thence running easterly along the centerline of said Berlin Mills Railroad track and across the railroad bridge a distance of 420 feet, more or less, to the point of beginning.

Parcel No. 6 Land within Parcel No. 6 and located in the Town of Gorham, County of Coos, and State of New Hampshire; and being a part of Lot Numbers 152, 153, 154 and 179 of Lots of said Gorham and, in general, bounded, except as noted herein, on the east by the westerly right of way line of Boston & Maine Railroad, the westerly right of way line of Cascade Flats Road, so-called, and the centerline of Tinker Brook so-called; on the south by the land belonging to Public Service Company of New Hampshire and the lot line between Lot Numbers 154 and 155; on the west by the easterly right of way line of the Grand Trunk Railroad, land reserved for the Absorbent Products Division, and the easterly right of way line of Glen Avenue, so-called, also known as State Route 16; and on the north by the Town Line between Berlin and Gorham; and as more particularly described as follows:

Beginning at a point on the westerly right of way line of said Boston & Maine Railroad and on the Town Line between said Berlin and Gorham:

Line No. 1 - thence running southerly along the westerly right of way line of said Boston & Maine Railroad a distance of 3,300 feet, more or less, to a point, said point being the northeasterly corner of land belonging to the Public Service Company of New Hampshire;

Line No. 2 - thence running westerly along the northerly boundary of land belonging to said Public Service Company and continuing beyond for a total distance of 400 feet, more or less, to a point on the centerline of the Androscoggin River, so-called;

Line No. 3 - thence running northerly along the centerline of said Androscoggin River a distance of 1,260 feet, more or less, to a point;

Line No. 4 - thence running westerly across the westerly part of said Androscoggin River and along the northerly boundary of land belonging to others a distance of 250 feet, more or less, to a point on the easterly side of River Street, so-called;

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Line No. 5 - thence running northerly along the easterly boundary of land belonging to others a distance of 200 feet, more or less, to a point on the northeasterly corner of land belonging to the Town of Gorham;

Line No. 6 - thence running westerly along the northerly boundary of land belonging to said Town of Gorham and across the Cascade Flats Road, so-called a distance of 160 feet, more or less, to a point on the westerly right of way line of said Cascade Flats Road;

Line No. 7 - thence running southerly along the westerly right of way line of said Cascade Flats Road a distance of 115 feet, more or less, to a point at the northeasterly corner of land belonging to others;

Line No. 8 - thence running westerly along the northerly boundary of land belonging to others a distance of 99 feet, more or less, to a point at the northwesterly corner of said land belonging to others;

Line No. 9 - thence running southerly along the westerly boundary of land belonging to others a distance of 165 feet, more or less, to a point at the southwesterly corner of land belonging to Anthony Ferrante;

Line No. 10 - Thence running easterly along the southerly boundary of land belonging to said Ferrante a distance of 99 feet, more or less, to a point on the westerly right of way line of said Cascade Flats Road;

Line No. 11 - thence running southerly along the westerly right of way line of said Cascade Flats Road a distance of 1,400 feet, more or less, to a point at the northeasterly corner of land belonging to others;

Line No. 12 - thence running westerly along the northerly boundary of land belonging to others a distance of 190 feet, more or less, to a point on the centerline of Tinker Brook;

Line No. 13 - thence running southerly along the centerline of Tinker Brook a distance of 1,000 feet, more or less, to a point on the lot line between the said Lot Numbers 154 and 155;

Line No. 14 - thence running westerly along said lot line between Lot Numbers 154 and 155, across said State Route No. 16 a distance of 240 feet, more or less, to a point on the easterly right of way line of said Grand Trunk Railroad, and said point on the right of way line being located a distance of 44 feet easterly from the centerline of the railroad tracks.

Line No. 15 - thence running northerly along the easterly right of way line of said Grand Trunk Railroad and located 44 feet easterly from the centerline of the railroad tracks, a distance of 3,500 feet, more or less, to a point at the southwesterly corner of land belonging to others;

Line No. 16 - thence running easterly along the southerly boundary of land belonging to others a distance of 85 feet, more or less, across State Route No. 16 to a point on the easterly right of way line of said State Route No. 16;

Line No. 17 - thence running northeasterly a distance of 140 feet, more or less, to a point;

Line No. 18 - thence running easterly a distance of 30 feet, more or less, to a point on the southwesterly right of way line of said Cascade Flats Road;

Line No. 19 - thence running southeasterly along the southwesterly right of way line of said Cascade Flats Road a distance of 1,060 feet, more or less, to a point;

Line No. 20 - thence running easterly, parallel to and 75 feet southerly from the southerly wall of the existing Absorbent Products Building and running across said Cascade Flats Road and along the southerly boundary of land reserved for the Absorbent Products Division a distance of 240 feet, more or less, to a point on a chain link fence;

Line No. 21 - thence running southeasterly along said chain link fence a distance of 110 feet, more or less, to a point;

Line No. 22 - thence at a left deflection angle of 37° 30' and running easterly a distance of 35 feet, more or less, to a point located 24 feet from the northwest corner of the existing Brown Company Time Office and 24 feet from the northeast corner of said Time Office;

Line No. 23 - thence at a left deflection angel of 90° and running northerly parallel to and 15 feet easterly from the easterly wall of said Absorbent Products Building a distance of 840 feet, more or less, to a point;

Line No. 24 - thence at a left deflection angle of 90° and running parallel to and 200 feet northerly from the northerly wall of said Absorbent Products Building a distance of 300 feet, more or less, to a point on the easterly right of way line of said Cascade Flats Road;

Line No. 25 - thence running northerly along the easterly right of way line of said Cascade Flats Road and said State Route No. 16 a distance of 900 feet, more or less, to a point, said point being the intersection of said right of way line and the Berlin-Gorham Town Line;

Line No. 26 - thence running easterly along said Town Line and across said Androscoggin River a distance of 1,080 feet, more or less, to the point of beginning.

ALSO CONVEYING to the extent the same are in force and effect, the right and easements granted by both the Town of Gorham and Rose Pare to excavate, lay, maintain, and renew underground process lines across the said Cascade Flats Road and the land formerly belong to Rose Pare. See Deed of the Brown Company to BBC, Inc. dated December 2, 1980, recorded at Book 635, Page 269 (page 291).

CASCADE ABSORBENT PLANT, GORHAM, NEW HAMPSHIRE - All that certain parcel of land with the improvements thereon located in Gorham, New Hampshire as shown on plan entitled, "Brown Company Ownership and Rights Along the Androscoggin River - Lot 174 in Gorham to Range 11 in Berlin - Drawing Number 5 of 13-R-13 by Jackson & Moreland, Engineers, dated April, 1948 and revised October, 1980 and designated "Reserved for A.P.D." said Plan having been recorded in Pocket 5, Folder 4, Plan 7, and said parcel more particularly bounded and described as follows:

BEGINNING at a point along the easterly right of way line of Cascade Flats Road, so-called, also known as State Route #16, 900 feet, more or less, southerly along said right of way line from the Berlin-Gorham Town Line to the point of beginning; thence

from the point of beginning easterly for 300 feet, more or less, to a point; thence southerly 840 feet, more or less, to a point, thence

westerly 30 feet, more or less, to a point; thence

making a slight deflection in a northwesterly direction for a distance of 110 feet; more or less, thence

in a westerly direction for 240 feet, more or less, to the easterly right of way line of Cascade Flats Road; thence

along said right of way for a distance of 1,060 feet, more or less, to the point of beginning.

EASEMENTS IN CITY OF BERLIN AND TOWN OF GORHAM - The following rights and easements to the extent the same have not been merged with the title acquired by Fraser N.H. LLC under the Deed of Androscoggin Valley Regional Refuse Disposal District recorded at Book 1171, Page 94 (Section Seven below): The right and easement across land in the City of Berlin reserved unto Crown Paper Co., its successors and assigns in the deed of Crown Paper Co. to John Hancock Mutual Life Insurance Company, dated October 29, 1997 and recorded at Coos County Registry of Deeds, Book 884, Page 57:

The non-exclusive perpetual and assignable right and easement to enter the property conveyed to John Hancock Mutual Life Insurance Company for purposes of maintaining and operating the existing fire protection system for the paper mill in the Town of Gorham known as the Cascade Mill, and making improvements to the same, including but not limited to the following:

- (a) The right to operate, maintain, inspect, repair, replace or alter the existing dam with reservoir and flowage rights located on Cascade Brook, so-called in Lot 3, Range 11 in the City of Berlin and the right to enter said Lot for such purposes;
- (b) The right to operate, maintain, inspect, repair, replace or alter the existing fire protection water line crossing Lot 3, Range 11 in the City of Berlin and right to enter said Lot for such purposes; and
- (c) The right to operate, maintain, inspect, repair, replace or alter all components of said fire protection system, including a thirty (30) foot wide right of way leading from the southerly line of Champlain Street, so-called, and running along the westerly side of Lot 3, Range 10 to the northerly side of Lot 3, Range 11 and continuing across said Lot 3, Range 11 to the reservoir area, and the right to use said right of way and the right to enter said Lots for such purposes.

Also conveying the non-exclusive perpetual and assignable right and easement to operate, maintain, repair, replace or alter the fire protection system and lines for the Cascade Mill crossing land in Gorham, New Hampshire, and the right of access to Lots 178 and 179 in Gorham for such purpose, as reserved to Crown Paper Co., its successors and assigns reserved in quitclaim deed of Crown Paper Co. to Yankee Forest Limited Liability Company, dated October 29, 1997 and recorded Coos County Registry of Deeds Book 884, Page 91.

EXCLUDING from Section One the following property:

- a. the bed of the Androscoggin River to the extent granted to the State of New Hampshire at Book 996, Page 319;
- b. any and all personal property, comprising the internal electric delivery system, transmission and distribution, facilities and equipment used or useful (i) for the delivery of electricity from the six FERC licensed hydroelectric stations conveyed by American Tissue-New Hampshire Electric, Inc. to GNE, LLC (later known as Great Lakes Hydro America, LLC) by deed dated on or about May 31, 2002, at Book 996, Page 457; and/or (ii) for delivery of electricity to the facilities and properties located on land conveyed deeds of Pulp of America LLC and Paper of America LLC to Fraser N.H. LLC dated on or about May 31, 2002, which internal electric delivery system facilities and equipment are considered personal property and were conveyed separately by Bills of Sale recorded at Book 996, Pages 447, 467, 478, and 492.
- c. the land conveyed by Fraser N.H. LLC to Quitclaim Deed Fraser N.H. LLC to Great Lakes Hydro America, LLC recorded September 28, 2006, at Book 1190, Page 2.
- d. the property conveyed by Deed of Fraser N. H. LLC to North American Dismantling Corp., recorded October 3, 2006 at Book 1190, Page 932.

For source of title see Deed of Paper of America LLC to Fraser N. H. LLC recorded May 31, 2002, at Book 996, Page 420.

**Section Two** Also conveying the rights and benefits accruing to the Cascade Mill under the Undivided Ownership, Operation and Maintenance Agreement between Fraser N.H. LLC and GNE, LLC (later known as Great Lakes Hydro America, LLC) dated May 31, 2002, at Book 996, Page 512.

**Section Three** Also conveying all those rights and benefit accruing to the Paper Mill under an Agreement for Solid Waste Disposal between Androscoggin Valley Regional Refuse Disposal District and Fraser N.H. LLC dated December 30, 2002, recorded at Book 1018, Page 154.

**Section Four** A certain tract or parcel of land located in the City of Berlin, Coös County, New Hampshire, together with the so-called Cascade Alpine Brook Fire Pond and the dam located thereon or thereunder, and together with any other improvements and appurtenances thereto, being bounded and described as follows:

Beginning at an iron pin located 3251.54 feet westerly along the Berlin-Gorham town line from a concrete monument marking the southeast corner of Berlin, New Hampshire; thence along land of Androscoggin Valley Regional Refuse Disposal District (AVRRDD) the following five courses:

1. North 01°20'26" East for 428.99 feet to an iron pin;
2. North 59°22'10" West crossing Cascade Alpine Brook for 293.29 feet to an iron pin;
3. South 50°43'33" West for 330.67 feet to an iron pin;
4. South 05°31'24" East for 360.55 feet to an iron pin on the Berlin-Gorham town line; thence
5. South 88°38'32" East along the Berlin-Gorham town line for 463.72 feet to the point of beginning.

Being Lot A as shown on Plan prepared by York Land Services, LLC titled "Minor Subdivision Prepared for Androscoggin Valley Regional Refuse Disposal District, Tax Map 414, Parcel 4, Berlin, New Hampshire" dated March 17, 2006, recorded in the Coös County Registry of Deeds as Plan #2636. Said Lot A shown to contain 5.45 acres, more or less.

Also conveying the dam structure, equipment, flashboards, gates, pipes, penstocks and fences and the rights and easements appurtenant thereto, as the same were acquired by Fraser N.H. LLC in the Quitclaim Deed of Androscoggin Valley Regional Refuse Disposal District to Fraser N.H. recorded May 9, 2006, at Book 1171, Page 94.

**Section Five** Also conveying the rights and benefits of Fraser N.H. LLC under the Easement Agreement to Confirm and Supplement. Fraser N. H. LLC and Great Lakes Hydro America, LLC, recorded September 28, 2006 at Book 1190, Page 23.

**Section Six** Also conveying the rights and benefits under the Easement and Cooperation Agreement (as to Cascade Project) between Fraser N.H. LLC and Great Lakes Hydro America, LLC recorded September 28, 2006 at Book 1190, Page 48.

**Section Seven** Also conveying the rights and benefits accruing to the Gorham Mill under an Amendment and Restatement of Easement and Shared Use Agreement, Water Distribution System and Filtration Plant. among North American Dismantling Corp., Fraser N.H. LLC, and PJPD Holdings, LLC recorded December 23, 2008, at Book 1265, Page 981. Also conveying, to the extent the premises have not previously been conveyed, all right, title and interest in and to the premises depicted as Lot 0054.0L2 on the City of Berlin's Tax Map No.129. Being a portion of the premises conveyed to Fraser N.H. LLC by deed of Pulp of America LLC recorded May 31, 2002 at Book 996, Page 374 of the Coös County Registry of Deeds [description to be later supplemented].

**Section Eight** Also conveying certain tracts or parcels of land, together with any buildings and improvements thereon, depicted on the City of Berlin's tax maps as follows:

- Map 113, Lot 0010.000, which is located on Wentworth Avenue - Lots 7 through 12, Block 19, Cascade Addition, lying in Lot 4, Range 11, City of Berlin. The foregoing parcels are more particularly shown on the Plans 1 and 2 of Cascade Addition, attached to deed dated September 15, 1989 from James River Corporation of Virginia to James River Paper Company, Inc. recorded September 21, 1989, at Book 754, Page 574, as Exhibits 21A and 21B. For source of title see Parcel No. 21 on page 15 of the Deed of Pulp of America, LLC to Fraser N.H. LLC recorded at Book 996, Page 374.
- Map 114, Lot 0073.000, which is located on Western Avenue; Lots 4, 5, 6, 11 and 12, Block 4 Cascade Addition, lying in Lot 4, Range 11, City of Berlin. The foregoing parcels are more particularly shown on the Plans 1 and 2 of Cascade Addition, attached to deed dated September 15, 1989 from James River Corporation of Virginia to James River Paper Company, Inc. recorded September 21, 1989, at Book 754, Page 574, as Exhibits 21A and 21B. For source of title see Parcel 21 on page 15 of the Deed of Pulp of America, LLC to Fraser N.H. LLC recorded at Book 996, Page 374.
- Map 134, Lot 0004.000, which is located on Hutchins Street - Lots numbered Eight (8) and Nine (9) in Block numbered seventy-five (75) of Berlin Mills Addition, appears by Plan numbered Four (4) and description of the same as made by E.S. Bryant and recorded in Coos County Registry of Deeds, Book 121, Page 402; being a portion of Parcel 7 on page 11 of the Deed of Pulp of America, LLC to Fraser N.H. LLC recorded at Book 996, Page 374.
- Map 134, Lot 0005.000, which is located on Hutchins Street - A certain piece or parcel of land, together with all buildings thereon, situate in said Berlin, and being a part of Lots numbered Two (2) and Three (3) in the Eight (8th) Range of lots in said Berlin, and more particularly described as follows:

Lot numbered Ten (10) in Block numbered Seventy Five (75) of Berlin Mills Addition, as appears by Plan numbered Four (4) and description of the same as made by E.S. Brungot and recorded in Coos County Registry of Deeds, Book 121, Page 402.

And another piece or parcel, together with all buildings thereon, situate in said Berlin, and being a part of Lots numbered Two (2) and Three (3) in the Eighth (8th) Range of lots in said Berlin, and more particularly described as follows:

Beginning at a point on the northerly side of Hutchins Street at the southeasterly corner of said Lot 10, thence

in an easterly direction along the northerly side of Hutchins Street eighty (80) feet, more or less, to the line of right-of-way of the Boston and Maine Railroad, thence

northwesterly along said right-of-way one hundred (100) feet, more or less, to the easterly line of said Lot 10, thence

southerly along easterly line of said Lot 10 eighty (80) feet, more or less to the point of beginning.

For source of title see Parcel 8 on page 11 of the Deed of Pulp of America, LLC to Fraser N.H. LLC recorded at Book 996, Page 374.

- Map 134, Lot 0007.000, which is located on Perry Street; he source of title, if any, being a portion of the premises conveyed to Fraser N.H. LLC by deed of Pulp of America LLC recorded May 31, 2002 at Book 996, Page 374. and
- Map 134, Lot 0011.000, which is located on Napert Street; the source of title, if any, being a portion of the premises conveyed to Fraser N.H. LLC by deed of Pulp of America LLC recorded May 31, 2002 at Book 996, Page 374.

**Section Nine** Also conveying all right, title and interest in and to the following discontinued streets:

Beech Street, which is depicted on Map 114 as Lot 0060.000 on the City of Berlin's tax maps; for source of title, if any, see Parcel No. 21 on page 15 of the Deed of Pulp of America, LLC to Fraser N.H. LLC recorded at Book 996, Page 374;

and Alder Street, which is depicted on the City of Berlin's Tax Map 114, as Lot 0062.000; for source of title, if any, see Parcel No. 21 on page 15 of the Deed of Pulp of America, LLC to Fraser N.H. LLC recorded at Book 996, Page 374.

**Section Ten** The benefits flowing to the Paper Mill under the Covenant Not to Sue In Re: Acquisition of Berlin/Gorham Mills; The Mt. Carberry Landfill; and Certain Hydroelectric Assets from the State of New Hampshire dated May 30, 2006, recorded at Book 996, Page 331 as is more particularly described and subject to the terms in the Assignment and Assumption

Agreement between the parties hereto.

*Section Eleven* A certain strip of land, situate in the City of Berlin, Coös County, New Hampshire, shown as Parcel B, as approximately 11.6 acres, on a Plan entitled "Minor Subdivision, Fraser NH LLC, Former Railroad, Tax map 118, Parcel 212, Berlin, New Hampshire", recorded as Plan # 02786, the northerly end of said strip of land being at land now or formerly of North American Dismantling Corp. and the southerly end of said strip of land being at land of Great Lakes Hydro America, LLC (the so-called Cross Power Project). Being a portion of the land conveyed by Deed of Berlin Mills Railway, Inc. to Fraser N.H. LLC dated May 31, 2002, recorded at Book 996, Page 432.

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All of the above property is conveyed SUBJECT TO the following:

- 1. Streets: Title to and rights of the public and others entitled thereto in and to those portions of the premises lying within the bounds of adjacent streets, ways, and paper streets.
- 2. Hydros: Lands, dams, hydro-generating stations, steam generating stations, transmission facilities, easements, right of ways, et al, conveyed in the Deed of Brown Company to Brown-New Hampshire, Inc., (later known as James River-New Hampshire Electric, Inc., Crown Vantage-New Hampshire Electric, Inc. and American Tissue-New Hampshire Electric, Inc.), its successors and/or assigns, dated April 30, 1965, recorded at Book 490, Page 3.
- 3. Railroads:
  - a. Lands, buildings, railroad tracks, bridges, easements, etc., and right of ways conveyed by Brown Company to Berlin Mills Railway, Inc., as described in deed dated January 31, 1970, and recorded at Book 527, Page 65.
  - b. All rights of way, railroad tracks, and facilities owned and operated by the Grand Trunk Railroad, its successors and assigns (the current owner/operator is believed to be the St. Lawrence & Atlantic Railroad Company, which followed Canadian National Railways as owner/operator) located on the westerly side of said Androscoggin River and acquired by said railroad by previous deeds and/or operating easements.
  - c. All rights of way, railroad tracks, and facilities owned by the Berlin Mills Railway, Inc. (successor in interest to The Whitefield and Jefferson Railroad, the Concord & Montreal Railroad, the Boston and Maine Corporation and New Hampshire and Vermont Railroad Company) located on the easterly and westerly side of said Androscoggin River and acquired by said railroad by previous deeds and/or operating easements. See quitclaim deed of New Hampshire and Vermont Railroad Company to Berlin Mills Railway, Inc., dated October 25, 1996 and recorded at 867, Page 427.

4. **Water lines:** The right to renew, maintain, repair, etc. all underground and above-grade water lines and related facilities now owned and operated by the Berlin Water Works, the Town of Gorham Sewer and/or Water Departments, their successors and/or assigns, in accordance with previous easements and rights of way.
5. **Sewer and Storm Drainage:** The right to renew, maintain, repair, etc. all underground sanitary sewer and storm drains and related facilities now owned and operated by the City of Berlin, the Town of Gorham, or the departments within said City and/or Town, their successors and/or assigns, in accordance with previous easements and right of ways.
6. **Electric easements:** The right to renew, maintain, repair, etc. all underground and above-ground electric power transmission facilities now owned and operated by the Public Service Company of New Hampshire, its successors and/or assigns, as stipulated in previous easements and right of ways.
7. **Telephone easements:** The right to renew, maintain, repair, etc. all underground and above-grade telephone lines and operating facilities now owned and operated by the New England Telephone Company, its successors and/or assigns, as stipulated in previous easements and right of ways.
8. **Riverbed and Water:**
  - a. Title or rights of the Federal government or the State of New Hampshire to the area occupied by the normal water surface of the Androscoggin River, together with access right of way that may be required by interested Federal and State agencies, including but not limited to the Federal Energy Regulatory Commission, Corps of Engineers, State of New Hampshire Water Resources Board and State of New Hampshire Water Supply & Pollution Control Commission.
  - b. Title to that portion of the property within the normal bounds of Androscoggin River.
  - c. Any and all rights of the United States of America, State of New Hampshire and the public in and to the Androscoggin River arising pursuant to the Commerce Clause of the United States Constitution.
9. Terms and provisions of New Hampshire Water Resources Board Order #9410, dated August 22, 1974 recorded at Book 572, Page 693, pertaining to Cascade Aeration Lagoon Waste Water Treatment Facilities.
10. Permit No. 24.17 Registration of an Existing Dam from New Hampshire Dept. of Environmental Services Water Resources Board dated November 24, 1987, recorded at Book 719, Page 740, relative to the Cascade Paper Mill Fire Pond Dam in the Town of Berlin.
11. Rights of the State of New Hampshire, the Town of Gorham and/or the public in and to Route 16 and the Cascade Flats Road.

12. Highway layout for Route 16 by the State of New Hampshire dated May 4, 1961, recorded at Book 544, Page 22.
13. Highway layout for Route 16 by the State of New Hampshire dated October 23, 1959 recorded at Book 446, Page 337 and 338.
14. Land taken along with slope and embankment easements by the State of New Hampshire against the Brown Company, dated December 3, 1980, recorded at Book 635, Page 321. Affects property along Route 2 in Gorham.
15. Courses 13-19 missing in the property description of the Deed of Brown Company to BBC, Inc. dated December 2, 1980, recorded at Book 635, Page 269 (should be between Pages 289 and 290). Affects Parcel 6.
16. The Deed of James River Paper Co., Inc. to Crown Paper Co. at Book 847, Page 190 (Page 217) dated August 22, 1995, reserves the paper machine no. 6 and right to remove same. Affects Parcel 6.
17. Right, title and interest of the Town of Gorham in and to a fire station located on or near Cascade Flats Road on the west side of the Androscoggin River in Gorham, New Hampshire, and the terms of any lease re same.
18. Pole Line easements from Brown Company to Public Service Company of New Hampshire, both dated June 7, 1947, recorded at Book 354, Page 291.
19. Easement described in deed of Brown Company to Portland Pipeline Co. dated August 21, 1941, recorded in Book 318, Page 152.
20. Riparian rights and rights of others thereto entitled in and to the continuous and uninterrupted flow of brooks, streams and ponds.
21. Administrative Order of New Hampshire Dept. of Environmental Services dated October 19, 2000, recorded at Book 949, Page 381 to Pulp and Paper of America LLC. No. WD 00-29. Re Cascade Mill in Gorham.
22. Statement of Intent by N.H. Water Resources Board to Brown Company relative to the construction of a dam, said instrument recorded at Book 572, Page 693 on September 13, 1974. (It is likely this should have been in the name of Brown-New Hampshire, Inc. as the owner of the dams at Book 490, Page 3). Property in Gorham.
23. Terms of the Covenant Not to Sue in Re: Acquisition of Berlin/Gorham Mills; The Mt. Carberry Landfill; and Certain Hydroelectric Assets dated May 30, 2002, among The State of New Hampshire, The New Hampshire Department of Environmental Services, Fraser N.H. LLC, GNE LLC and Mt. Carberry Landfill, LLC, recorded at Book 996, Page 331. Pursuant to Section 5(a) of the Covenant Not to Sue, the Vendor shall also retain the protections provided to it thereunder.

24. The effects, if any, of current use assessment and any change of use tax arising thereunder, including but not limited to, the notices recorded as follows :
  - a. Berlin - Book 649, Pages 546 and 547 – filed in the name of James River Corporation
  - b. Berlin – Book 712, Page 3 – filed in the name of James River Corp.
  - c. Gorham – Book 780, Pages 538, 539, 540, 541, 542, and 543 – filed in the name of James River Timber Corporation.
  - d. Gorham – Book 780, Page 544 – filed in the name of James River Paper Co., Inc.
25. Agreement for Solid Waste Disposal between Androscoggin Valley Regional Refuse Disposal District and Fraser N.H. LLC dated December 30, 2002, recorded at Book 1018, Page 154.
26. Recorded Plan 2698 Cascade Lot Line Adjustment recorded June 15, 2006;
27. Recorded Plan 2787 Easements retained by Fraser at Cascade Dam Parcels, recorded September 28, 2006.
28. The right, title and interests conveyed by Quitclaim Deed Fraser N.H. LLC to Great Lakes Hydro America, LLC recorded September 28, 2006, at Book 1190, Page 2.
29. Terms of the Easement Agreement to Confirm and Supplement. Fraser N. H. LLC and Great Lakes Hydro America, LLC, recorded September 28, 2006 at Book 1190, Page 23.
30. Terms of the Easement and Cooperation Agreement (as to Cascade Project) between Fraser N.H. LLC and Great Lakes Hydro America, LLC recorded September 28, 2006 at Book 1190, Page 48.
31. Terms of the Quitclaim Deed of Fraser N.H. LLC to Androscoggin Valley Regional Refuse Disposal District recorded October 17, 2007, at Book 1230, Page 801, as affected by a Corrective Quitclaim Deed of Fraser N.H. LLC to Androscoggin Valley Regional Refuse Disposal District dated \_\_\_\_\_, 2010, recorded \_\_\_\_\_.
32. Terms of the Amendment & Restatement of Easement and Shared Use Agreement, Water Distribution System and Filtration Plant. Among North American Dismantling Corp; Fraser N.H. LLC; PJPD Holdings, LLC; recorded December 23, 2008 at Book 1265, Page 981.
33. Taxes due and owing the Town of Gorham and the City of Berlin including, but not limited to the taxes referenced in the Berlin tax liens against Fraser N.H. LLC for the levy of 2009 at Book 1300, Page 1, but see pages 26, 27, and 28 for listings, recorded March 26, 2010.

34. Gas Line Easement of Fraser N.H. LLC to Androscoggin Valley Regional Refuse Disposal District dated \_\_\_\_\_, 2010 and recorded \_\_\_\_\_.

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**Personal Property**

All of Vendor's remaining right title and interest in and to the following:

1. The property described on the "Fraser NH LLC Fixed Asset Listing" attached hereto and made a part hereof as Schedule D-1.
2. The property conveyed to the Vendor in the Bill of Sale and Assignment (Internal Electric Delivery Assets - Pulp and Paper Mills) from Pulp & Paper of America LLC et al to Fraser N.H. LLC recorded May 31, 2002, at Book 996, Page 447 together with any additions thereto and replacements thereof.
3. The property conveyed to the Vendor in the Bill of Sale and Assignment (Joint Electric Delivery Assets) from Pulp & Paper of America LLC et al to Fraser N.H. LLC and GNE, LLC (later known as Great Lakes Hydro America, LLC) recorded May 31, 2002, at Book 996, Page 467 together with any additions thereto and replacements thereof.
4. The property conveyed to the Vendor in the Bill of Sale (Assets Other Than Hydro, Landfill and Electric Delivery Assets) of Pulp & Paper of America, LLC to Fraser N.H. LLC recorded May 31, 2002, at Book 996, Page 492 together with any additions thereto and replacements thereof.

**Purchased Contracts**

**(Redacted)**

**Allocation of Purchase Price**

**Licenses and Permits**

Assigned Permits: All franchises, approvals, permits, authorizations, licenses, orders, registrations, certificates, variances and other permits or rights obtained from any governmental authority relating to the Cascade Mill a/k/a Paper Mill a/k/a Gorham Mill in Berlin and Gorham, Coös County, New Hampshire, or the business of operating said Cascade Mill, including, without limitation, the following:

1. State of New Hampshire, Department of Environmental Services, Administrative Order by Consent No. 08-039 ARD August 21, 2008;
2. State of New Hampshire, Department of Environmental Services, Air Resources Division, Title V Operating Permit TV-OP-048, dated February 27, 2004, Administrative Amendments August 15, 2006, and March 9, 2007;
3. State of New Hampshire, Department of Environmental Services, Air Resources Division, Temporary Permit TP-B-0534 dated August 25, 2007 for Power Boilers 1, 2 and 3;
4. United States of America, Department of Transportation; Pipeline and Hazardous Materials Safety Administration, Hazardous Materials Certificate of Registration, for Registration Years 2009-2010;
5. Statement of New Hampshire, Department of Environmental Services, Subsequent Notification Form for EPA ID #NHD000842575, dated November 18, 2008;
6. State of New Hampshire, Department of Environmental Services, Groundwater Discharge Permit, dated December 19, 2008, GWP 198908055-G-004;
7. Report of Haley & Aldrich dated 5 March, 2002, ASTM Phase I Environmental Site Assessment, Pulp and Paper of America, Cascade Mill, Gorham, New Hampshire;
8. NPDES Permit No. NH0000655 Authorization to Discharge Under the National Pollutant Discharge Elimination System dated September 30, 2008.
9. The rights, powers and benefits granted to Vendor under the "Covenant Not to Sue In Re: Acquisition of Berlin/Gorham Mills; the Mt. Carberry Landfill; and Certain Hydroelectric Assets" dated May 30, 2002, recorded in the Coös County Registry of Deeds at Book 996, Page 331 (the "Covenant Not to Sue") to the extent, and only to the extent, that such rights, powers and benefits related to the Paper Mill a/k/a Cascade Mill a/k/a Gorham Mill. Purchaser assumes, and agrees to perform and be fully liable for, the obligations under the covenant Not to Sue to the extent, and only to the extent, that such obligations related to the Paper Mill. In accordance with the provisions of Section 5(c) of

the Covenant Not to Sue, Vendor shall also retain all of the protections provided to it under the Covenant Not to Sue.

10. State of New Hampshire Department of Health and Human Services Radiological Health Section Certificate of Registration for Radiation Machines, Certificate Number 5401, August 1, 2009 through July 31, 2010.
11. Pressure vessel and elevator permits per attached list.
12. State of New Hampshire Department of Agriculture, Markets & Food, Division of Weights and Measures, Weighing and Measuring Device License, Account Number 1909, expiring May 31, 2010.
13. U.S. Environmental Protection Agency/NPDES Stormwater Multi-sector General Permit.
14. State of New Hampshire Department of Environmental Services Status Summary April 21, 2010 and attached documents.



State of New Hampshire  
Department of Health and Human Services  
Radiological Health Section

Certificate of Registration for Radiation Machines  
Certificate Number 5401

This certifies that the person named below as the registrant has registered the listed types and numbers of radiation machines at the site named hereon for the period August 1, 2009 through July 31, 2010 and has paid all applicable fees.

Registrant: FRASER NH LLC  
ATTN: ROBERT CHAUVETTE  
72 CASCADE FLATS  
GORHAM, NH 03581

Site: FRASER NH LLC  
ATTN: ROBERT CHAUVETTE  
72 CASCADE FLATS  
GORHAM, NH 03581

Machines registered for this site:

| Machine ID: | Manufacturer: | Storage: | Machine Type:                             | Serial Number: | Serial Location: | Sources: |
|-------------|---------------|----------|---|----------------|------------------|----------|
| 2580        | MEASUREX      | N        | INDUSTRIAL CERTIFIED CABINET RADIOGRAPHIC | 136            | G                | 1        |
| 2581        | MEASUREX      | Y        | INDUSTRIAL CERTIFIED CABINET RADIOGRAPHIC | 336            | G                | 1        |
| 2582        | MEASUREX      | N        | INDUSTRIAL CERTIFIED CABINET RADIOGRAPHIC | 2237           | G                | 1        |

Issued at Concord under the provisions of New Hampshire Revised Statutes Annotated 125:F-7 and the New Hampshire Rules for the Control of Radiation.

*Dennis P. O'Dowd*  
Dennis P. O'Dowd, Administrator  
Radiological Health Section

Issuance Date: 08/11/2009

**Fraser NH LLC**  
**Subject: Pressure Vessels & Elevators Requiring Inspection, Paper Mill**

**BOILERS - Annual Inspections**

| Description                                  | Built By        | Year | N.H.Tag # | N.B. #   | Date Inspected  |
|--|-----------------|------|-----------|--|---|
| #1-450/275                                   | Combustion Eng. | 1936 | 3461      | 531  | 8/13/09 - SENECA - AJ Gallugi                         |
| #2-450/275                                   | Babcock Wilcox  | 1937 | 3460      | NB-11094   | 6/11/09 - SENECA - AJ Gallugi                         |
| #3-500/275                                   | Zurn            | 1961 | 3286      | NB-16509   | 10/21/09 - SENECA - AJ Gallugi                        |
| <b>AIR RECEIVERS - Biannual Inspections</b>  |                 |      |           | <b>N.B. #</b>  | <b>Date Inspected</b>                                 |
| Boiler House(S.W.)                           |                 |      |           |  | [All Receivers due in August 2011]                    |
| 150/130                                      | Bell & Gossett  | 1946 | NH-3309   | NB-4495  | 8/13/09 - SENECA - AJ Gallugi                         |
| Boiler House Compressor                      |                 |      |           |  |   |
| 125/125                                      | Niles           | 1961 | NH-3307   | NB-4825  | 8/13/09 - SENECA - AJ Gallugi                         |
| Mach.Shop Comp. 200/125                      | Brunner         | 1989 | NH-3308   | NB-920066  | 8/13/09 - SENECA - AJ Gallugi                         |
| Mill Receiver - North 125/130                | Buffalo         | 1947 | NH-3306   | NB-6867  | 8/13/09 - SENECA - AJ Gallugi                         |
| Mill Receiver - South 135/130                | Buffalo         | 1941 | NH-3305   | NB-657   | 8/13/09 - SENECA - AJ Gallugi                         |
| Sahara Air Dryer (2)                         |                 |      |           |  |   |
| (East) #1 150/150                            | Henderson       | 1999 | NH-32881  | NB-7015  | 8/13/09 - SENECA - AJ Gallugi                         |
| (West) #2 150/150                            | Engineering     | 1999 | NH-32882  | NB-7016  | 8/13/09 - SENECA - AJ Gallugi                         |
| W.W.T.P. Tank 1 - 200/75                     | Buffalo         | 1988 | NH-3304   | NB-829402  | 8/13/09 - SENECA - AJ Gallugi                         |
| W.W.T.P. Tank 2 - 200/200                    | Manchester      | 2003 | NH-3989   | NB-144583  | 8/13/09 - SENECA - AJ Gallugi                         |
| CEM #1 Boiler 200/125                        | Buffalo         | 1993 | NH-3312   | NB-16285H  | 8/13/09 - SENECA - AJ Gallugi                         |
| Sheeter Air Comp. 165/135                    | Brunner         | 2000 | NH-14557  | NB-12692M  | 8/13/09 - SENECA - AJ Gallugi                         |
| <b>PAPER MACHINES - Biannual Inspections</b> |                 |      |           |  |   |
| NO. 11 Paper Machine                         |                 |      | NH-3436   |  | 10/21/09 - SENECA -AJ(DUE IN OCT '11)                 |
| NO. 13 Paper Machine                         |                 |      | NH-3438   |  | 6/11/09 - SENECA -AJ (DUE IN JUNE '11)                |
| NO. 14 Paper Machine                         |                 |      | NH-3439   |  | 9/11/08 - SENECA -AJ (DUE IN SEPT '10)                |
| NO. 19 Paper Machine                         |                 |      | NH-3440   |  | 10/21/09 - SENECA -AJ(DUE IN OCT '11)                 |
| Crepe 100/100                                |                 |      |           | NB-899(CREPE) DOM 1961, Rice Barton, Part of NH-3440 |   |
| Yankee Dryer                                 |                 |      | NH-4108   |  | NB-489(YANKEE) 9/11/08 - SENECA -AJ (DUE IN SEPT '10) |

**ELEVATORS - Annual**  
**CORE ROOM #5**

NHE-574

7/2/09



STATE OF NEW HAMPSHIRE  
Department of Agriculture, Markets & Food  
Division of Weights and Measures  
May 05, 2009

85071

**WEIGHING AND MEASURING DEVICE LICENSE**

FRASER NH LLC  
72 CASCADE FLATS  
GORHAM, NH 03581-1015

Account Number  
1909

This is to certify that the commercial weighing or measuring device/s listed below has/have been licensed in accordance with RSA 438:8(g).

>>>>POST IN CONSPICUOUS AREA<<<<<  
>>>>DEVICES MUST BE CERTIFIED ANNUALLY<<<<<  
FAIRBANKS 9201 5000-LB SCALE H376751, H554602, H596828 FAIRBANKS 514  
10000-LB SCALE H530368 FAIRBANKS 9201 10000-LB SCALE H376752

Expiration Date:  
May 31, 2010

License Number:  
1001909

POST THIS LICENSE AT THE  
LOCATION OF THE DEVICE/S

*James A. Merrill*  
Commissioner of Agriculture, Markets & Food



U.S. ENVIRONMENTAL PROTECTION AGENCY (EPA)  
NATIONAL POLLUTANT DISCHARGE ELIMINATION SYSTEM (NPDES)  
EPA's NOI PROCESSING CENTER



12/01/2008

Company: FRASER NH LLC  
ATTN: WILLIS BLEVINS  
72 Cascade Flats  
Gorham, NH 03581  
Permit Number: NHR05BL31

Facility: GORHAM PAPER MILL  
72 Cascade Flats  
Gorham, NH 03581

This email/letter acknowledges that you have submitted a complete Notice of Intent form to be covered under the NPDES General Permit for Stormwater Discharges for Multi-Sector General Permit Activity (Multi-Sector General Permit). Coverage under this permit begins at the conclusion of your sixty-day waiting period, on 12/31/2008.

As stated above, this letter acknowledges receipt of a complete Notice of Intent. However, it is not an EPA determination of the validity of the information you provided. Your eligibility for coverage under the Permit is based on the validity of the certification you provided. Your signature on the Notice of Intent certifies that you have read, understood, and are implementing all of the applicable requirements. An important aspect of this certification requires that you correctly determine whether you are eligible for coverage under this permit.

As you know, the Multi-Sector General Permit requires you to have developed and begun implementing a Stormwater Pollution Prevention Plan (SWPPP) and outlines important inspection and record keeping requirements. You must also comply with any additional location-specific requirements applicable to your state or tribal area. A copy of the Multi-Sector General Permit must be kept with your SWPPP. An electronic copy of the Permit and additional guidance materials can be viewed and downloaded at <a href="http://www.epa.gov/npdes/stormwater">www.epa.gov/npdes/stormwater.</a>

For tracking purposes, the following number has been assigned to your Notice of Intent Form:  
NHR05BL31.

If you have general questions regarding the stormwater program or your responsibilities under the Multi-Sector General Permit, please call

EPA Region I

Thelma Murphy (617) 918-1615

(chk #: 401791)



The State of New Hampshire  
DEPARTMENT OF ENVIRONMENTAL SERVICES



Thomas S. Burack, Commissioner  
WATER DIVISION, DAM BUREAU

**INVOICE**

FRASIER NH LLC  
ATTN ACCTS PAYABLE DEPT CUST SERV  
72 CASCADE FLAT  
GORHAM NH 03581 1015

Invoice #: DAM 10087

Date: 10/26/09

**2010 ANNUAL  
DAM REGISTRATION FEE**

**Total amount due: \$1,150.00**

*Please return a copy of this bill with payment and updates*

**2010 ANNUAL DAM REGISTRATION FEE**

Invoice #: DAM 10087

| Dam#            | Hazard Classification | Dam Name                       | Annual Fee | Amount Due |
|-----------------|-----------------------|--------------------------------|------------|------------|
| 024.17          | L                     | ALPINE CASCADE BROOK DAM       | \$400.00   | \$400.00   |
| <i>Tax map:</i> | <i>Tax lot:</i>       | <i>Deed Volume: Deed Pg:</i>   |            |            |
| 094.10          | S                     | CASCADE WASTE WATER LAGOON DAM | \$750.00   | \$750.00   |
| <i>Tax map:</i> | <i>Tax lot:</i>       | <i>Deed Volume: Deed Pg:</i>   |            |            |

**Total amount due: \$1,150.00**

PLEASE DO NOT COMBINE THIS PAYMENT WITH PAYMENTS DUE TO OTHER STATE DEPARTMENTS OR OTHER BUREAUS WITHIN DES  
PLEASE CONFIRM, PROVIDE OR CORRECT THE TAX MAP AND DEED INFORMATION.

VENDOR # \_\_\_\_\_  
VOUCHER # \_\_\_\_\_  
OCT 26 2009  
INVOICE # \_\_\_\_\_

Please make checks payable to; TREASURER, STATE OF NEW HAMPSHIRE  
Reference the invoice # on your check and return the top portion of this invoice with payment to:  
STATE OF NEW HAMPSHIRE  
WATER DIVISION, DAM BUREAU  
PO BOX 95  
CONCORD NH 03302-0095

Per RSA 482:8a the Annual Dam Registration Fee is due January 1 of each calendar year

DES Web site: [www.des.nh.gov](http://www.des.nh.gov)  
P.O. Box 95, 29 Hazen Drive, Concord, New Hampshire 03302-0095  
Telephone: (603) 271-3503 • Fax: (603) 271-2982 • TDD Access: Relay NH 1-800-735-2964

**From:** Igoe, Bill @Berlin  
**Sent:** Wednesday, May 19, 2010 11:52 AM  
**To:** Blevins, Willis @Berlin  
**Subject:** FW: MSGP transfer process  
 Willis,

Below is the transfer process for our Storm Water Multi-Sector General Permit (MSGP).

Bill

---

**From:** Carrier, Ryan @Berlin  
**Sent:** Wednesday, May 19, 2010 8:29 AM  
**To:** Igoe, Bill @Berlin  
**Subject:** MSGP transfer process

Bill,

The information below is quoted right from the NOI/NOT forms. The new company would have to submit the NOI at least 30 days prior to the date the transfer of ownership takes place. Fraser would have to submit a NOT within 30 days after the ownership change.

-Ryan

**Who May File Notice of Termination (NOT) Form**

Permittees currently covered by EPA's NPDES Stormwater Multi-Sector General Permit may submit a Notice of Termination (NOT) form. You must submit an NOT within 30 days after one or more of the following conditions have been met:

- a new owner or operator has assumed responsibility for the facility; or
- you have ceased operations at the facility and there are not or no longer will be discharges of stormwater associated with industrial activity from the facility, and you have already implemented necessary sediment and erosion controls as required by Part 2.1.2.5;
- you are a Sector G, H, or J facility and you have met the applicable termination requirements; or
- you have obtained coverage under an individual or alternative general permit for all discharges required to be covered by an NPDES permit

| NOI Submittal Deadlines/Discharge Authorization Dates  |  |   |
|--|--|---|
| Category   | NOI Deadline   | Discharge Authorization Date  |
| Existing Dischargers - in operation as of October 30, 2005 and authorized for coverage under MSGP 2000.  | No later than January 5, 2009.   | 30 days after EPA posts your NOI. Your authorization under the MSGP 2000 is automatically continued until you have been granted coverage under this permit or an alternative permit, or coverage is otherwise terminated. |
| New Dischargers or New Sources - have commenced discharging between October 30, 2005 and January 5, 2009.  | As soon as possible but no later than January 5, 2009.   | 30 days after EPA posts your NOI.   |
| New Dischargers or New Sources - commence discharging after January 5, 2009.   | A minimum of 60 days prior to commencing operation of the facility, or a minimum of 30 days if your SWPPP is posted on the Internet during this period and the Internet address (i.e., URL) to your SWPPP is provided on the NOI form. | If you post your SWPPP on the Internet, 30 days after EPA posts your NOI. Otherwise, 60 days after EPA posts your NOI.  |
| New Owner/Operator of Existing Discharger - transfer of ownership and/or operation of a facility whose discharge is authorized under this permit | A minimum of 30 days prior to date that the transfer will take place to the new owner/operator.  | 30 days after EPA posts your NOI.   |
| Other Eligible Dischargers - in operation prior to October 30, 2005 but not covered under the MSGP 2000 or another NPDES permit.                 | Immediately, to minimize the time discharges from the facility will continue to be unauthorized.   | If you post your SWPPP on the Internet, 30 days after EPA posts your NOI. Otherwise, 60 days after EPA posts your NOI.  |





**Fraser Paper Environmental Permits  
Gorham, NH Facility**

**Status Summary\***

**April 21, 2010**

| Permit Name  | DES #  | Status | Transferable?      | Notes  |
|--|--|--------|--------------------|--|
| 1. NPDES <sup>1</sup>                                  | (EPA ID#):<br>NH0000655                          | Active | Yes<br>(See below) | EPA Effective Date: 1/1/09 through 12/31/13  |
| 2. Air Emission Permits                                | (See attached list)                              | Active | Yes                | (See attached email from Gary Milbury, below)  |
| 3. Groundwater Management Permit <sup>2</sup>          | GWP-<br>198908055-G-<br>004                      | Active | Yes                | Issued 12/19/08; Expires 12/18/13  |
| 4. Hazardous Waste Generator Registration <sup>3</sup> | NHD000842575                                     | Active | Yes                | (See attached email from Susan Francesco, below)   |
| 5a. Cascade Wastewater Lagoon Dam <sup>4</sup>         | 094.10 (S) –<br>Class: Significant<br>Hazard Dam | Active | Yes                | Inspection due 2010, no violations   |
| AND  |  |        |                    |  |
| 5b. Alpine Dam <sup>4</sup>                            | 024.17 (L) –<br>Class: Low<br>Hazard Dam         | Active | Yes                | Outstanding 2004 Letter of Deficiency (LoD); Revised LoD to be issued June 2010; Dam in poor condition |
| 6. Water User Registration & Reporting <sup>5</sup>    | 20179  | Active | Yes                | Registered since 1989; consistent reporting through 12/31/09   |

Links to additional information:

**\*For one-stop coordination, please contact Timothy Drew, Administrator for Public Information and Permitting, NH Department of Environmental Services at (603) 271-3306 or by email at [timothy.drew@des.nh.gov](mailto:timothy.drew@des.nh.gov).**

**Notes from Table (above):**

1. National Pollutant Discharge Elimination System (NPDES) Permit: See [http://www.epa.gov/ef/npdes/permits\\_listing\\_nh.html](http://www.epa.gov/ef/npdes/permits_listing_nh.html) and scroll to Gorham to find Fraser Paper's currently active permit.

2. Groundwater Management Permit: [http://www2.des.state.nh.us/OneStop/ORCB\\_GWPermit\\_Results.aspx?MASTERID=15383](http://www2.des.state.nh.us/OneStop/ORCB_GWPermit_Results.aspx?MASTERID=15383)

3. Hazardous Waste Generator Registration:

[http://www2.des.state.nh.us/OneStop/Hazardous Waste Generator Results.aspx?Town=%&Name=&Street=&RCRAId=NHD000842575&Status=%&GenSize=%](http://www2.des.state.nh.us/OneStop/Hazardous_Waste_Generator_Results.aspx?Town=%&Name=&Street=&RCRAId=NHD000842575&Status=%&GenSize=%)

4. James Weber, from the DES Dam Bureau, should be contacted to gain further information regarding the two dams owned by Fraser Paper in Gorham. His direct telephone number is (603) 271-8699 and his email address is: [james.weber@des.nh.gov](mailto:james.weber@des.nh.gov).

5. The New Hampshire Geological Survey maintains this program and its resulting data collection. Please contact Debra McDonnell at (603) 271-4086 or by email at [debra.mcdonnell@des.nh.gov](mailto:debra.mcdonnell@des.nh.gov).

**Transferability Processes:**

**1. NPDES Permit Transfers:**

**Reporting Requirements:**

<http://ecfr.gpoaccess.gov/cgi/t/text/text-idx?c=ecfr&sid=2cdbc962792f447007ee6dbe4a00b7d5&rgn=div8&view=text&node=40:21.0.1.1.12.3.6.1&idno=40>

40 CFR 122.41 (l) (3) *Transfers*. This permit is not transferable to any person except after notice to the Director. The Director may require modification or revocation and reissuance of the permit to change the name of the permittee and incorporate such other requirements as may be necessary under the Clean Water Act. (See §122.61; in some cases, modification or revocation and reissuance is mandatory.)

**Permit Transfers:**

<http://ecfr.gpoaccess.gov/cgi/t/text/text-idx?c=ecfr&sid=2cdbc962792f447007ee6dbe4a00b7d5&rgn=div8&view=text&node=40:21.0.1.1.12.4.6.1&idno=40>

40 CFR 122.61

§ 122.61 Transfer of permits (applicable to State programs, see §123.25).

(a) *Transfers by modification*. Except as provided in paragraph (b) of this section, a permit may be transferred by the permittee to a new owner or operator only if the permit has been modified or revoked and reissued (under §122.62(b)(2)), or a minor modification made (under §122.63(d)), to identify the new permittee and incorporate such other requirements as may be necessary under CWA.

(b) *Automatic transfers*. As an alternative to transfers under paragraph (a) of this section, any NPDES permit may be automatically transferred to a new permittee if:

(1) The current permittee notifies the Director at least 30 days in advance of the proposed transfer date in paragraph (b)(2) of this section;

(2) The notice includes a written agreement between the existing and new permittees containing a specific date for transfer of permit responsibility, coverage, and liability between them; and

(3) The Director does not notify the existing permittee and the proposed new permittee of his or her intent to modify or revoke and reissue the permit. A modification under this subparagraph may also be a minor modification under §122.63. If this notice is not received, the transfer is effective on the date specified in the agreement mentioned in paragraph (b)(2) of this section.

**EPA NPDES Contacts**

The administrative contact person for NH NPDES permits is Shelley Puleo, 617-918-1545

The NPDES Industrial Permits Branch Chief is David Webster, 617-918-1791

**2. Air Emission Permit Transfers:** The new owner would submit:

- 1) New ARD-1 form signed by the new responsible official (I attached this form so you can see the information that is required)
- 2) New affidavit of ownership or permissible use (sample affidavit attached)
- 3) Cover letter describing when and how permit responsibilities (submittal of reports, fees, etc.) will be allocated between old/new owners during the transition.
- 4) Cover letter and certification statement indicating that the new owner accepts the pending Title V renewal application as their own.

**3. Groundwater Management Permit Transfer:**

Prior to transfer to a new permittee, the current permittee must submit a completed Application for Groundwater Permit Transfer including a summary of all monitoring results to date in an acceptable format. The current permittee and the new permittee will be notified in writing within 45 days.

**4. Hazardous Waste Generator Registration Transfer:**

Declassification Form (for current owner):

[http://des.nh.gov/organization/commissioner/pip/forms/hwc/documents/declass\\_request.pdf](http://des.nh.gov/organization/commissioner/pip/forms/hwc/documents/declass_request.pdf)

Declassification Form Example:

[http://des.nh.gov/organization/commissioner/pip/forms/waste/documents/sample\\_declassification.pdf](http://des.nh.gov/organization/commissioner/pip/forms/waste/documents/sample_declassification.pdf)

Notification Instructions:

[http://des.nh.gov/organization/commissioner/pip/forms/waste/documents/notification\\_instructions.pdf](http://des.nh.gov/organization/commissioner/pip/forms/waste/documents/notification_instructions.pdf)

Notification Form (for new owner):

[http://des.nh.gov/organization/commissioner/pip/forms/waste/documents/waste\\_notification.pdf](http://des.nh.gov/organization/commissioner/pip/forms/waste/documents/waste_notification.pdf)

**5. Dam Permit Transfer:**

Env-Wr 303.08 Transfer of Ownership.

(a) The owner shall provide the information specified in (b), below, to any prospective owner prior to transferring:

- (1) Title to the dam; or
- (2) If ownership of the dam is tied to ownership of the property, the property on which the dam is located.

(b) The owner shall provide the following information:

- (1) The existence of the dam;
- (2) The dam number assigned by the department; and
- (3) Any letters or orders issued by the department relative to the condition of the dam.

(c) Within 30 days of the transfer of ownership of a dam or the property on which a dam is located, the new owner shall inform the department in writing of the transfer of ownership by providing the following information:

- (1) The name of the former owner;
- (2) The dam number assigned by the department;

NEW HAMPSHIRE CODE OF ADMINISTRATIVE RULES  
23 Env-Wr 100-800

- (3) The name, mailing address, and daytime telephone number of the new owner;
- (4) The tax map and lot number of the dam; and
- (5) The volume and page number of the deed which transferred ownership of the dam or the property on which the dam is located.

Source: #8414, eff 8-20-05

**6. Water User Registration & Reporting Transfer:**

The Water Use Registration and Reporting Program at DES must be informed in writing of ownership transfers. Send notification to Debra McDonnell, NH Geological Survey, NHDES, 29 Hazen Drive, Concord, NH 03302-0095.

**Email message from Gary Milbury, Air Resources Division, NHDES:**

Fraser is currently operating under 2 air permits:

1. Title V Operating Permit #TV-OP-048 issued 02/27/04 (with later amendments), expired 02/28/09. While this permit has expired, the facility submitted an application to renew this permit and until a new Title V Operating permit is issued, the facility can continue to operate under the terms and conditions of the expired permit.
2. Temporary Permit #TP-B-0534 issued 10/23/07, expired 04/30/09. This permit allowed Fraser to remove their NOx continuous emissions monitor (CEM) provided that they do an annual stack test to verify NOx emissions.

Fraser also has two current air permit applications on file with NHDES:

Application# 08-0339 - Application to renew the facility-wide Title V Operating Permit (this is the permit application I mentioned above and covers the two above permits).

Application# 08-0446 - Application for a Temporary Permit to install a new wood-fired boiler and rotary dryer

In addition to the above, there is an Administrative Order by Consent (AOC) that was issued in August 2008 and is associated with the wood-fired boiler permit application. Among other items, the AOC requires Fraser to accept a cap on facility-wide emissions and also contains provisions regarding the use of NOx reductions (from equipment shut down at their former Berlin mill) towards permitting of the wood boiler project. We have had some initial discussions with Fraser personnel regarding how the AOC could be addressed if the facility is sold, but I cannot say right now exactly how that would work because we are still discussing the issue with Fraser.

Notwithstanding the AOC issue, after the purchase of the Gorham facility, the new owner would need to transfer the existing permits (and pending permit applications) from Fraser through an Administrative Amendment. In order to do this, the following actions would need to be taken.

The new owner would submit:

- 1) New ARD-1 form signed by the new responsible official (I attached this form so you can see the information that is required)
- 2) New affidavit of ownership or permissible use (sample affidavit attached)
- 3) Cover letter describing when and how permit responsibilities (submittal of reports, fees, etc.) will be allocated between old/new owners during the transition.
- 4) Cover letter and certification statement indicating that the new owner accepts the pending Title V renewal application as their own.

Regarding inspections -- Fraser was last inspected in July 2009. I understand the inspection report will be finalized in the near future. They were also inspected in 9/07 (offsite record review only), 8/05 and 9/04 (both full onsite inspections). Our database indicates that there were no issues found during those inspections.

I hope this answers your initial questions, but please contact me if you need further information. I will be out of the office Wednesday morning, but if you have any questions between now and Wednesday afternoon, you can contact Todd Moore at (603) 271-2630 or at [todd.moore@des.nh.gov](mailto:todd.moore@des.nh.gov)

Gary  
 Gary Milbury  
 Air Permit Programs Manager  
 NH Department of Environmental Services  
 Air Resources Division  
 phone: (603) 271-2630  
 fax: (603) 271-1381  
 email: [gary.milbury@des.nh.gov](mailto:gary.milbury@des.nh.gov)



sample\_ownership\_a  
ffidavit 1 .pdf



ARD-1.pdf

**Email message from Susan Francesco, Waste Management Division, NHDES:**

The following documents regarding the 72 Cascade Flats, Fraser NH LLC facility in Gorham, NH.

1. SQG form requesting updated Notification
2. Most current notification form dated 11/3/2008
3. SQG form from 2006 – fees paid
4. SQG form from November 2008 (for 2009) fees paid
5. Copy of the last Quarterly report filed - no fees due (Indicates that no hazardous waste has been shipped since first quarter of 2009.)
6. Summary of the Fraser Hazardous waste shipments from 1/1/07 to date

Seller should declass site using this form:

[http://des.nh.gov/organization/commissioner/pip/forms/hwc/documents/declass\\_request.pdf](http://des.nh.gov/organization/commissioner/pip/forms/hwc/documents/declass_request.pdf)

Buyer should submit initial notification using RCRA C Identification form (Notification form) with \$150 fee – if hazardous waste will be generated. [http://des.nh.gov/organization/commissioner/pip/forms/waste/documents/waste\\_notification.pdf](http://des.nh.gov/organization/commissioner/pip/forms/waste/documents/waste_notification.pdf)

Susan Francesco, HW Certification Supervisor  
 Hazardous Waste Certification Section  
 Hazardous Waste Management Bureau  
 Department of Environmental Services  
 PO Box 95  
 Concord, NH 03302  
 603-271-2967  
 603-271-0869 (fax)



Fraser



SQG form



SQG form



Most current



2009 Q1



SQG form Oct 30

NHD000842575.PDF Nov08\_20100421\_122006\_20100421\_122Notificatio formNov3submitted\_20100421\_2008\_20100421\_122

Hazardous Waste Compliance Section  
 Hazardous Waste Generator Inspection Report

Inspector's Initials & date: \_\_\_\_\_

**Monthly Summary of Hazardous Waste Generator Activity**

EPA ID: NHD000842575

DBA Name:

Inspection Date:

Reporting Period: 01/01/2007 - 04/21/2010

**Site Information**

Facility Name: FRASER NH LLC  
 EPA ID Number: NHD000842575  
 Street: 72 CASCADE FLATS  
 City: GORHAM  
 County: COOS  
 Zip Code: 03581-  
 Gen. Status: ACTIVE

**Contact Information**

Name: RYAN CARRIER  
 Street: 72 CASCADE FLATS  
 City: GORHAM  
 State: NH  
 Zip Code: 03581-  
 Phone Number: (803) 342-3363

**Notification Information**

Last Notification Date: 11/03/2008      Reported Generator Size: SQG(CESQG)  
 Type of Notification: FORM      Reported Generator Type: RCRA REGULATED      Emerg/Temp:

| Month | Manifest No.                       | Gen. Waste Code | Sign. Date | Waste Description                           | Copy 2? | Copy 7? | Pounds | Transporter ID# | Waste Status | TSD#         |  |
|-------|------------------------------------|-----------------|------------|---|---------|---------|--------|-----------------|--------------|--------------|--|
| March | 000356399                          | VES03/18/2009   |            |   | Y       | Y       |        | NJD080631369    |              | NJD980536593 |  |
|       |                                    | D002            |            | Corrosivity-SULFURIC ACID, MERCURIC SULFATE |         |         | 100    |                 | ASSESSED FEE |              |  |
|       | Sub-Total for Hazardous Waste Only |                 |            |   |         |         | 100    |                 |              |              |  |
|       | Sub-Total for Non-Hazardous Waste  |                 |            |   |         |         | 0      |                 |              |              |  |
|       | Total for March                    |                 |            |   |         |         | 100    |                 |              |              |  |

| Month | Manifest No.                       | Gen. Waste Code | Sign. Date | Waste Description                | Copy 2? | Copy 7? | Pounds | Transporter ID# | Waste Status | TSD#         |  |
|-------|------------------------------------|-----------------|------------|----------------------------------|---------|---------|--------|-----------------|--------------|--------------|--|
| May   | 000199593                          | VES05/07/2008   |            |                                  | Y       | Y       |        | NJD080631369    |              | NJD980536593 |  |
|       |                                    | D001            |            | Ignitability-WASTE AEROSOLS      |         |         | 40     |                 | ASSESSED FEE |              |  |
|       |                                    | D001            |            | Ignitability-WASTE AEROSOLS      |         |         | 240    |                 | ASSESSED FEE |              |  |
|       | 000244926                          | VES05/07/2008   |            |                                  | Y       | Y       |        | NJD080631369    |              | NYD980756415 |  |
|       |                                    | D006            |            | Cadmium-LEAD, NICKEL             |         |         | 3,100  |                 | ASSESSED FEE |              |  |
|       | 000244927                          | VES05/07/2008   |            |                                  | Y       | Y       |        | NJD080631369    |              | NJD002454544 |  |
|       |                                    | D001            |            | Ignitability-METHYL METHACRYLATE |         |         | 135    |                 | ASSESSED FEE |              |  |
|       |                                    | D001            |            | Ignitability-WASTE PETROLEUM OIL |         |         | 10     |                 | ASSESSED FEE |              |  |
|       | Sub-Total for Hazardous Waste Only |                 |            |                                  |         |         | 3,525  |                 |              |              |  |
|       | Sub-Total for Non-Hazardous Waste  |                 |            |                                  |         |         | 0      |                 |              |              |  |
|       | Total for May                      |                 |            |                                  |         |         | 3,525  |                 |              |              |  |

| Month | Manifest No.                       | Gen. Waste Code | Sign. Date | Waste Description | Copy 2? | Copy 7? | Pounds | Transporter ID# | Waste Status | TSD#         |  |
|-------|------------------------------------|-----------------|------------|-------------------|---------|---------|--------|-----------------|--------------|--------------|--|
| July  | 000913500                          | FLE 07/02/2007  |            |                   | Y       | N       |        | MAD039322250    |              | MAD053452837 |  |
|       |                                    | D008            |            | Lead-LEAD NICKEL  |         |         | 1,600  |                 | ASSESSED FEE |              |  |
|       | Sub-Total for Hazardous Waste Only |                 |            |                   |         |         | 1,870  |                 |              |              |  |
|       | Sub-Total for Non-Hazardous Waste  |                 |            |                   |         |         | 250    |                 |              |              |  |
|       | Total for July                     |                 |            |                   |         |         | 2,120  |                 |              |              |  |

Hazardous Waste Compliance Section  
Hazardous Waste Generator Inspection Report

Inspector's Initials & date: \_\_\_\_\_

40

**Monthly Summary of Hazardous Waste Generator Activity**

EPA ID: NHD000842575

DBA Name: \_\_\_\_\_

Inspection Date: \_\_\_\_\_

Reporting Period: 01/01/2007 - 04/21/2010

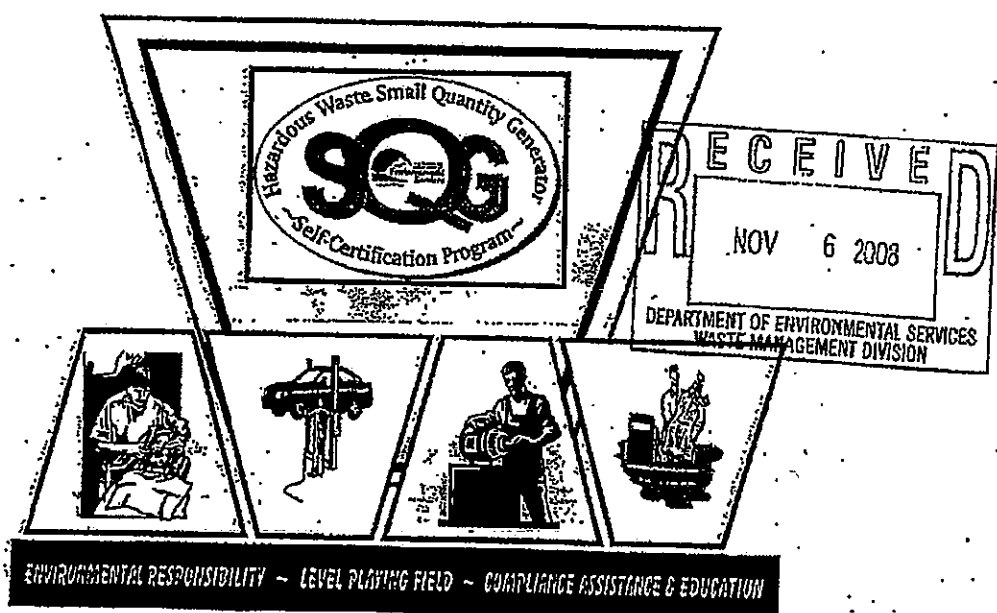
Month

| Manifest No. | Gen. Sign. Date | Waste Code | Waste Description                                 | Copy 2? | Copy 7? | Pounds | Transporter ID# | Waste Status      | TSDF ID#     |
|--------------|-----------------|------------|---|---------|---------|--------|-----------------|-------------------|--------------|
| 000919511    | FLE 07/02/2007  |            |   | Y       | Y       |        | MAD039322250    |                   | NCD000648451 |
| D001         |                 |            | Ignitability-ISOPROPYL ALCOHOL, CHROMIUM CHLORIDE |         |         | 60     |                 | ASSESSED FEE      |              |
| D001         |                 |            | Ignitability-WASTE POTASSIUM PERMANGANATE         |         |         | 150    |                 | ASSESSED FEE      |              |
| D002         |                 |            | Corrosivity-CHROMIC ACID, MERCURIC SULFATE        |         |         | 60     |                 | ASSESSED FEE      |              |
| NONE         |                 |            | Non-Hazardous Waste-NON DOT REGULATED             |         |         | 150    |                 | NON NH OR NON-HAZ |              |
| NONE         |                 |            | Non-Hazardous Waste-NON DOT REGULATED             |         |         | 100    |                 | NON NH OR NON-HAZ |              |

February

| Manifest No.                       | Gen. Sign. Date | Waste Code | Waste Description   | Copy 2? | Copy 7? | Pounds    | Transporter ID# | Waste Status      | TSDF ID#     |
|------------------------------------|-----------------|------------|---|---------|---------|-----------|-----------------|-------------------|--------------|
| 000876727                          | FLE 02/16/2007  |            |   | Y       | N       |           | MAD039322250    |                   | NCD000648451 |
| D002                               |                 |            | Corrosivity-WASTE FORMIC ACID                             |         |         | 10        |                 | ASSESSED FEE      |              |
| D008                               |                 |            | Lead-HAZARDOUS WASTE, LIQUID                              |         |         | 2,400     |                 | ASSESSED FEE      |              |
| D039                               |                 |            | Tetrachloroethylene-WASTE TETRACHLOROETHYLENE             |         |         | 5         |                 | ASSESSED FEE      |              |
| NONE                               |                 |            | Non-Hazardous Waste-CADMIUM COMPOUNDS                     |         |         | 10        |                 | NON NH OR NON-HAZ |              |
| NONE                               |                 |            | Non-Hazardous Waste-BATTERIES WET FILLED WITH ACID        |         |         | 1,200     |                 | NON NH OR NON-HAZ |              |
| NONE                               |                 |            | Non-Hazardous Waste-R Q POLYCHLORINATED BIPHENYLS, LIQUID |         |         | 1,033.96  |                 | NON NH OR NON-HAZ |              |
| NONE                               |                 |            | Non-Hazardous Waste-LITHIUM BATTERY                       |         |         | 5         |                 | NON NH OR NON-HAZ |              |
| Sub-Total for Hazardous Waste Only |                 |            |   |         |         | 2,415     |                 |                   |              |
| Sub-Total for Non-Hazardous Waste  |                 |            |   |         |         | 2,248.96  |                 |                   |              |
| Total for February                 |                 |            |   |         |         | 4,663.96  |                 |                   |              |
| Grand Total                        |                 |            |   |         |         | 10,408.96 |                 |                   |              |

**Discrepancies to Quarterly Reporting (RIMS)**



# Self-Certification and Declaration of Compliance Form

STATE OF NEW HAMPSHIRE'S HAZARDOUS WASTE RULES  
Chapter Env-Wm 514

*Actual Facility Location Address Here (Please Verify by checking box if accurate):*

|                          |                  |                                     |
|--------------------------|------------------|-------------------------------------|
| Company Name:            | FRASER, NH, LLC  | <input checked="" type="checkbox"/> |
| Facility Street Address: | 72 CASCADE PLATS | <input checked="" type="checkbox"/> |
| Town/County:             | GORHAM/COOS      | <input checked="" type="checkbox"/> |
| EPA ID #:                | NHDC000842575    | <input checked="" type="checkbox"/> |

*PLEASE COMPLETE AND RETURN THIS FORM BY 1/1/09*

State of New Hampshire  
Department of Environmental Services  
Waste Management Division  
HAZARDOUS WASTE  
CERTIFICATION PROGRAM  
PO Box 95, 29 Hazen Drive  
Concord, NH 03302-0095  
Phone #: (603) 271-2942  
Fax #: (603) 271-0869

Toll-Free (In-State Only) #:  
(866) HAZWAST-OR- (866) 429-9278  
[www.des.nh.gov](http://www.des.nh.gov)

**FOR DES OFFICE USE ONLY**

DATE REC'D: 11/6/08

TYPE OF PAYMENT REC'D: Amount Paid: \$ 2100

CREDIT CARD: Receipt #: \_\_\_\_\_ Init: \_\_\_\_\_  
Credit Cards (VISA OR MASTERCARD ONLY) can be processed via (603) 271-2990

INTERNAL PAYMENT VOUCHER: Date Processed: \_\_\_\_\_ Init: \_\_\_\_\_  
Internal State of NH Account #: 010-044-5382-9154

CHECK #: 309901 A-15 #: \_\_\_\_\_ Date: 11/6 Init: 1010

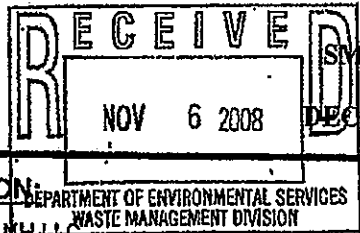
NO FEE REC'D:  Exempt  Check Returned: N/A Date: \_\_\_\_\_ Init: \_\_\_\_\_

COMPLETE  Yes  No  Date Completed: 11/16/08

MEMO: \_\_\_\_\_

DATA ENTERED: ENTERED

PLEASE KEEP COVER PAGE ATTACHED TO APPLICATION



HAZARDOUS WASTE SMALL QUANTITY GENERATOR (SQG) SELF-CERTIFICATION AND DECLARATION OF COMPLIANCE FORM

A. GENERAL INFORMATION: DEPARTMENT OF ENVIRONMENTAL SERVICES WASTE MANAGEMENT DIVISION

- 1. Facility Name: Fraser NH LLC EPA ID #: NHD000842675
2. Mailing Address: 72 Cascade Flats, Gorham, NH 03581
3. Name/Title of Individual Completing This Form: Ryan Carrier, Env. Engineer/WWTP Supervisor
4. Date(s) of Self-Certification Inspection(s) and File Review(s): 10/31/08
5. a. Property Owner Name:
b. Mailing Address of Property Owner: -or- [X] Same as #2 above

B. APPLICABILITY - Check all of the following that apply to your facility:

- 1. [X] Used Oil for Recycling: If used oil is recycled, is the only hazardous waste generated by your facility...
2. [ ] On-Site Silver Recovery Unit: If photo-fixer solution is the only hazardous waste generated by your facility...
3. [ ] Full Quantity Generator: If you generate greater than 220 pounds of hazardous waste in any single month...
4. [ ] No Hazardous Waste Generated: If you no longer generate hazardous waste...
5. [X] Universal Waste: If universal waste (for example, batteries, antifreeze, computer monitors, television monitors, fluorescent lamps, or mercury containing devices) is the only hazardous waste generated...
6. [ ] Political Subdivision: For political subdivisions (for example, municipally owned facilities) there is no fee required...
7. [X] NH Small Quantity Generator: If your facility generates less than 220 pounds of hazardous waste in each and every month and items 1, 2, 3, 4, or 5 in the section above do not apply...

|   |             |
|---|-------------|
| <input type="checkbox"/> Credit Card Rkt<br><input type="checkbox"/> No Fee Rec'd | Date: _____ |
|---|-------------|

C. NOTIFICATION (Env-Wm 504):

1. Please verify, sign and date the attached yellow RCRA C Site Identification Form (Notification Form).

*In addition to completing this SQG form, this is an opportunity to review the hazardous waste notification information that we have for your facility. Please make any necessary changes (i.e. changes in regulated waste activity, waste names, etc.) on the Notification Form, sign the Notification Form, and return it to DES with this SQG Self-Certification Form (see Notes attached to this form for more guidance).*

2. Have hazardous waste activities (other than used oil for recycle, universal waste for recycle, and/or on-site silver recovery) at this facility ceased?  Yes  No

*If you checked yes to this question, please provide the date that hazardous waste activities have ceased and follow the instructions in Items a. and b. below.* Date: \_\_\_\_\_

*If you no longer generate hazardous waste (other than used oil for recycle, universal waste for recycle, and/or on-site silver recovery), please follow these instructions:*

- a. On the attached Notification Form under Item 12, "Comments", indicate that the facility no longer generates hazardous waste or that the facility only generates used oil for recycle, universal waste for recycle, and/or utilizes an on-site silver recovery unit. Please also include whether or not the facility closed, relocated, or ceased generating hazardous waste. *By doing this the EPA ID # can be declassified or inactivated. Declassification typically relates to facilities that close or move. Facilities that cease hazardous waste activity, but continue to operate, typically inactivate the EPA ID #.*
- b. Please sign and return the Notification Form along with this SQG Self-Certification Form. There is no fee required for filing subsequent notification in regard to the Notification Form. Please sign this form on page 4 and return it along with the signed Notification Form.

D. WASTE GENERATION AND WASTE TYPE:

1. Waste Type: Please list the hazardous waste(s) generated at the facility in the first column of the table below. In the second column, please describe how the hazardous waste is generated.

| List the Hazardous Waste(s)     | How is it generated?                 |
|---------------------------------|--------------------------------------|
| Corrosive liquids               | Obsolete process and trial chemicals |
| Corrosive liquids, acids, bases | used chemical oxygen demand vials    |
|                                 |                                      |
|                                 |                                      |

2. Quantity of Waste: In the table below please identify the total amount of hazardous waste generated per month for the past 12 months (please use pounds or kilograms):

| Month/Year (specify) | Amount of Hazardous Waste generated | Month/Year (specify) | Amount of Hazardous Waste generated |
|----------------------|-------------------------------------|----------------------|-------------------------------------|
| 10/07                | 5 lbs.                              | 4/08                 | 140 lbs.                            |
| 11/07                | 5 lbs.                              | 5/08                 | 5 lbs.                              |
| 12/07                | 5 lbs.                              | 6/08                 | 5 lbs.                              |
| 1/08                 | 145 lbs.                            | 7/08                 | 5 lbs.                              |
| 2/08                 | 145 lbs.                            | 8/08                 | 5 lbs.                              |
| 3/08                 | 15 lbs.                             | 9/08                 | 5 lbs.                              |

3. Waste Determination (Env-Wm 502.01): In general, how do you determine if your waste(s) is hazardous or not (check all that apply)?

- Waste has been tested.
- Waste is hazardous based on the knowledge of the hazardous materials used in the process.
- Rely on the transporter or consultant.

**E. STORAGE REQUIREMENTS (Env-Wm 507) (please note, this section does NOT need to be filled out if you are a mineral spirits generator only and the mineral spirits are only used in a parts washer and managed under a contractual agreement):**

|    |   | Storage Area 1<br>(Identify the location)  | Storage Area 2<br>(Identify the location)  |
|----|---|--|--|
| 1. | Location of Hazardous Waste Storage Area(s) (describe the location of each hazardous waste storage area; please copy this page if there are three or more storage areas): | Paper Mill<br>Store house  | Paper Mill<br>ww T9  |
| 2. | Type and size of container(s) or tank(s) (for example, steel, plastic, fiber, 5-gallon, 55-gallon, cubic yard box):   | 55 gal. plastic<br>5 gal. plastic  | 55 gal. plastic  |
| 3. | Container(s)/Tank(s) are in good condition?   | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                              | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                              |
| 4. | Container(s)/Tank(s) compatible with the waste stored in the tank or container?   | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                              | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                              |
| 5. | Container(s)/Tank(s) are closed except when adding/removing wastes?   | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                              | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                              |
| 6. | Container(s)/Tank(s) are stored on impervious surfaces?   | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                              | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                              |
| 7. | Does the storage area have a functional floor drain?  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                              | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                              |
| a. | If yes, is the secondary containment capable of containing the volume of the largest capacity hazardous waste container/tank present?                                     | <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A |
| 8. | Are hazardous waste containers stored outside?  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                              | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                              |
| a. | If yes, are the containers covered to prevent precipitation from coming in contact with the tops of the containers?   | <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A | <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A |
| b. | If the containers are stored outside, are they at least 50 feet away from any surface water?  | <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A | <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A |

Are container(s)/tank(s) marked with the following information at the time they are first used to accumulate waste(s)?

|     |   |   |   |
|-----|---|---|---|
| 9.  | The beginning accumulation date.<br>* This does not apply to SQG extended storage (see item 18 of this section) | <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A* | <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A* |
| 10. | The words "hazardous waste"   | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                               | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                               |
| 11. | Words that specifically identify the contents of the container/tank   | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                               | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                               |
| 12. | The EPA or state waste number   | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                               | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                               |
| 13. | Are the labels with the above information fully visible?  | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                               | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                               |

Are the following available at each hazardous waste storage area?

|     |  |   |   |
|-----|--|---|---|
| 14. | Spill control equipment, such as speedi-dry or absorbent rags?   | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                               | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                               |
| 15. | Fire control equipment, such as fire extinguishers?  | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                               | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                               |
| 16. | "No smoking" signs near ignitable or reactive wastes?<br>*No ignitable or reactive wastes                                | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A* | <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A* |
| 17. | A minimum of 2 feet of aisle space on at least one side of each container to allow for inspections and emergency access? | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                               | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                               |

Small Quantity Generator Extended Storage (Env-Wm 508.03):

|     |  |   |
|-----|--|---|
| 18. | Small Quantity Generator Extended Storage Checklist: Does the facility accumulate greater than 220 pounds (100 kilograms; or approximately 28 gallons) of non-acutely hazardous waste on-site? If you checked this option please complete the extended storage checklist on page 5 of this form. | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
|-----|--|---|

**F. RECORDKEEPING REQUIREMENTS (Env-Wm 512):**

- Are manifests kept by the facility for at least 3 years?  Yes  No
- Is one copy of the manifest sent to DES at the time of shipment (if no, please make a copy and provide to DES. It is required.)  Yes  No

**G. PRE-TRANSPORT/DELIVERY REQUIREMENTS (Env-Wm 507 & 511):**

**1. Method of Transportation**

How is hazardous waste transported? Please check all that apply.  Transporter  Self Transport

**2. Transportation by valid NH Hazardous Waste Transporter**

If the waste is hauled by a hazardous waste transporter, is the transporter registered with DES?  Yes  No  Don't Know

**H. CORRECTIVE ACTION PLAN:**

If your facility is not in compliance, please complete this form indicating any areas of non-compliance, and prepare a schedule with a list of steps to follow to bring those areas into compliance. This is known as a Corrective Action Plan and it describes the actions your facility will take to come into compliance within a specified time frame. Please note that the Corrective Action Plan shall specify the date by which all corrective actions shall have been completed, which shall be as soon as practicable but in no event later than 90 days from the date this declaration is due. If a Corrective Action Plan, that is, the list of steps with a schedule to bring areas into compliance, is needed, please provide it to DES along with this form.

**CERTIFICATION**

I hereby affirm that the information provided and other statements made on this Self-Certification Checklist and Declaration of Compliance and any attachments hereto, including but not limited to the Notification Form and any Corrective Action Plan, is correct and complete to the best of my knowledge and belief. I further affirm that I am familiar with the NH Hazardous Waste Rules applicable to Small Quantity Generators and with this Facility's operations and procedures with respect to hazardous waste. I acknowledge that RSA 641:3 provides penalties for making false or otherwise misleading statements with a purpose to deceive a public servant in the performance of official duties.

**Signature of Owner or Executive Officer:**

Willis Blevins



Date: 11/3/08

Name: Willis Blevins  
(please print or type)

Title: General Manager

**Before You Return This Form, Please:**



- Review the Self-Certification Form to Make Sure it is Complete
- Sign and Date the Self-Certification Form
- Include the \$270 Fee Due by January 1, 2009 (Unless Fee Exempt; See Item B. 6., Political Subdivision, of this Form) Made Out To "Treasurer, State of New Hampshire"
- Verify, Make Any Changes or Comments If Needed, Sign, and Date the yellow RCRA C Site Identification Notification Form
- If Needed, Include the Corrective Action Plan with this Form (See Item H., Corrective Action Plan)

When you complete this form please return it along with the fee, the Notification form, and the Corrective Action Plan (if needed), to:

New Hampshire Department of Environmental Services (NH DES)  
Waste Management Division  
Hazardous Waste Compliance Bureau- SQG Program  
P.O. Box 95, 29 Hazen Drive  
Concord, NH 03302-0095

If you answered YES to question E.18. on page three (3) of the Self-Certification Form you must also fill out this form.



HAZARDOUS WASTE SMALL-QUANTITY GENERATOR  
EXTENDED STORAGE CHECKLIST

Facility Name: Fraser NH LLC EPA ID #: NH0000842575

**SQG Extended Storage Checklist (Env-Wm 508.03):**

Complete and submit this form only if the SQG facility accumulates greater than 220 pounds on-site. Under Env-Wm 508.03 of the NH Hazardous Waste Rules, SQGs may accumulate up to 2,200 pounds of non-acutely hazardous waste on-site for greater than 90 days.

- 1. Can the facility demonstrate weekly inspections of all hazardous waste containers?  Yes  No
- 2. If the facility uses tanks, can it demonstrate daily inspections of all hazardous waste tanks? (Leave blank if there are no tanks.)  Yes  No
- 3. Are the containers and tanks under the management of a designated hazardous waste manager or emergency coordinator or their designee?  Yes  No
- 4. Does the facility have a designated emergency coordinator who is either on the premises or on call and available to respond to an emergency at the premises?  Yes  No
- 5. Is there access to communication and alarm systems capable of summoning emergency assistance?  Yes  No
- 6. Has the facility posted the following information next to the telephone nearest to each hazardous waste storage area:
  - a. The names and telephone number, both work and home, of the emergency coordinator and his/her designee?  Yes  No
  - b. The telephone numbers of the fire department, police department, hospital, and State of New Hampshire and local emergency response teams that may be called upon to provide emergency services?  Yes  No
  - c. The location of fire extinguishers and spill control material and, if present, fire alarm?  Yes  No
- 7. Are all employees thoroughly familiar with proper waste handling and emergency procedures relevant to their responsibilities during normal facility operations and emergencies?  Yes  No
- 8. Has the facility attempted to make arrangements (for example, letter or tour) to familiarize local authorities (for example, the local fire department) with the:
  - a. Facility layout?  Yes  No
  - b. Properties of hazardous waste handled at the facility?  Yes  No
- 9. Is the on-site accumulation of up to 2,200 pounds of hazardous waste ever reached?  Yes  No
  - a. If Yes, are hazardous waste containers/tanks marked with the date the accumulation limit of 2,200 pounds was reached?  Yes  No
  - b. If Yes, is the hazardous waste shipped off-site within 90 days of the accumulation limit date?  Yes  No



**RECEIVED**  
 JAN 3 2016  
 DEPT. OF ENVIRONMENTAL SERVICES  
 WASTE MANAGEMENT DIVISION

# Self-Certification and Declaration of Compliance Form

STATE OF NEW HAMPSHIRE'S HAZARDOUS WASTE RULES  
 Chapter Env-Wm 514

*Actual Facility Location Address Here:*

Company Name: FRASER NH LLC  
 Facility Street Address: CASCADE FLATS  
 Town/ County: GORHAM / COOS  
 EPA ID #: NHD000842575

**PLEASE COMPLETE AND RETURN THIS FORM BY 1/1/06**

State of New Hampshire  
 Department of Environmental Services  
 Waste Management Division  
 HAZARDOUS WASTE MANAGEMENT  
 PO Box 95, 29 Hazen Drive  
 Concord, NH 03302-0095  
 Phone #: (603) 271-2990  
 Fax #: (603) 271-0869

Toll-Free (In-State Only) #:  
 (866) HAZWAST -OR- (866) 429-9278  
[www.des.nh.gov/SQG](http://www.des.nh.gov/SQG)

**FOR DES OFFICE USE ONLY**

DATE REC'D: 1/3/06

TYPE OF PAYMENT REC'D: Amount Paid: \$300.00

CREDIT CARD: Receipt #: \_\_\_\_\_ Init: \_\_\_\_\_  
Credit Cards can be processed via (603) 271-2942

INTERNAL VOUCHER: Date Processed: \_\_\_\_\_ Init: \_\_\_\_\_  
Internal State of NH Account #: 020-044-6392-3152Y


CHECK #: 288289 A-IS #: \_\_\_\_\_ Date: \_\_\_\_\_ Init: LR  
 NO FEE REC'D:  Exempt  Check Returned: N/A Date: \_\_\_\_\_ Init: \_\_\_\_\_

COMPLETE:  YES: Date Complete: 1/11/06 Init: DJK  
 Declassification to RMS  Notification to RMS

NO: Date Incomplete: \_\_\_\_\_ Init: \_\_\_\_\_

*ENO Reason:*  
 No Signature  No Fee  Manifest History Indicates Active HW Mgmt.  
 Other: \_\_\_\_\_  
 Other: \_\_\_\_\_

**DATA ENTERED:**

 ENTERED

**PLEASE KEEP COVER PAGE ATTACHED TO APPLICATION**





HAZARDOUS WASTE  
SMALL QUANTITY GENERATOR (SQG)  
SELF-CERTIFICATION AND  
DECLARATION OF COMPLIANCE FORM

**A. GENERAL INFORMATION:**

- 1. Facility Name: Fraser N.H. LLC
- 2. Mailing Address: (Physical Address of Facility is listed on cover page- please put Mailing Address here.)  
Street or PO Box: 650 Main Street  
City/Town: Berlin State: NH Zip Code: 03570
- 3. Name/Title of Individual Completing This Form: (Should we have questions regarding this form)  
Name: David Bolstridge Title: Sr. Environmental Engineer  
Daytime Phone Number: 342-2363 E-mail (optional): bolstridged@bg.fraserpapers.com
- 4. Date(s) of Self-Certification Inspection(s) and File Review(s): December 20, 2005
- 5. a. Property Owner Name: Fraser N.H. LLC  
b. Mailing Address of Property Owner: \_\_\_\_\_ -or-  Same as #2 above  
Street or PO Box: \_\_\_\_\_  
City/Town: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_

**B. APPLICABILITY - Check which of the following that apply to your facility:**

- 1.  **Used Oil for Recycling:** If used oil is recycled and is the **only hazardous waste** generated by your facility, and is managed in accordance with Env-Wm 807 (Requirements for Management of Used Oil Being Recycled) of the New Hampshire Hazardous Waste Rules, there is **no fee required**. Please sign on page 4 and return this form.
- 2.  **On-Site Silver Recovery Unit:** If photo-fixer solution is the **only hazardous waste** generated by your facility and **the silver is immediately recovered without any on-site storage prior to recovery**, there is **no fee required**. Please sign on page 4 and return this form.
- 3.  **Full Quantity Generator:** If you generate greater than 220 pounds of hazardous waste in any single month you are a Full Quantity Generator (FQG) and not a Small Quantity Generator (SQG). There is no SQG Program fee required. Please sign on page 4, return this form and contact the New Hampshire FQG Program at (603) 271-2942.
- 4.  **No Hazardous Waste Generated:** If you no longer generate hazardous waste, follow the instructions in item C. 2., **Notification (this form)**, please sign on page 4 and return this form.
- 5.  **Universal Waste:** If universal waste (for example, batteries, antifreeze, computer monitors, television monitors, fluorescent lamps, or mercury containing devices) is the **only hazardous waste** you generate, and it is managed in accordance with Env-Wm 1100 (Requirements for Universal Waste Management) of the New Hampshire Hazardous Waste Rules, there is **no fee required**. Please sign on page 4 and return this form.
- 6.  **Political Subdivision:** For political subdivisions (for example, municipally owned facilities) there is **no fee required**. If items 1, 2, 3, 4, or 5 of this section (Applicability, Section B of this form) do **not** apply, please complete, sign on page 4 and return this form.
- 7.  **NH Small Quantity Generator:** If your facility generates less than 220 pounds of hazardous waste in each and every month and items 1, 2, 3, 4, or 5 of this section (Applicability, Section B of this form) do **not** apply, please complete, sign on page 4 and return this form with the required fee.

|   |  |  |         |            |
|---|--|--|---------|------------|
| For NH DES Office Use Only: <input type="checkbox"/> Payment Noted on Cover Page -or- |  | <input type="checkbox"/> Check #       | Amt. \$ | Ink. Date: |
|   |  | <input type="checkbox"/> Credit Card # |         |            |

**C. NOTIFICATION (Env. Wm 504)**

Please verify, sign and date the attached ("yellow form") RCRA C Site Identification Form (Notification form). In addition to completing this SOG form this is an opportunity to review the hazardous waste notification information that we have for your facility. Please make any necessary changes on the Notification form and return it to DES with this form.

1. Have hazardous waste activities at this facility ceased?  Yes  No  
If you checked item 1b of this form and "yes" to this question, please note the following: You have received this SOG Self-Certification form and the Notification form because DES received information that hazardous waste is managed at your facility. If you no longer generate hazardous waste, please follow these instructions:

a. On the attached Notification form under item 12, Comments, indicate that the facility no longer generates hazardous waste. Please include whether or not the facility closed, relocated or ceased generating hazardous waste. By doing this the EPA Identification Number can be declassified or unactivated. Declassification typically relates to facilities that close or move a facility as it ceases hazardous waste activity, but continue to operate, typically unactivate the EPA Identification Number.

b. Please sign and return the Notification form along with this SOG Self-Certification form. If you have ceased generating hazardous waste prior to the schedule established by RCRA 147A-51V, (for reference, please see DES fact sheet WMB/HW-27 Hazardous Waste Small Quantity Generator Self-Certification Program) there is no fee required. STOP here.

**D. WASTE GENERATION AND WASTE TYPE**

1. Waste Type: Please list the hazardous waste(s) generated at the facility in the first column of the table below. In the second column, please describe how the hazardous waste is generated.

| List the Hazardous Waste(s) | How is it generated?   |
|-----------------------------|------------------------|
| COPRODUCTS FROM THE         | OBSCURE PROCESS OF THE |
| HEAD                        | LEAD BATTERY REMOVAL   |
|                             |                        |
|                             |                        |
|                             |                        |

2. Quantity of Waste: In the table below please identify the total amount of hazardous waste generated per month for the past 12 months (please use pounds or kilograms).

| Month/Year (specify)            | Amount of Hazardous Waste generated | Month/Year (specify) | Amount of Hazardous Waste generated |
|---------------------------------|-------------------------------------|----------------------|-------------------------------------|
| None generated in review period |                                     | 12/20/04             | 12/20/05                            |
|                                 |                                     |                      |                                     |
|                                 |                                     |                      |                                     |
|                                 |                                     |                      |                                     |

3. Waste Determination (Env. Wm 502.04) in general, how do you determine if your waste(s) is hazardous or not (check all that apply)

- Waste has been tested.
- Waste is hazardous based on the knowledge of the hazardous materials used in the process.
- Rely on the transporter or consultant.

**E. STORAGE REQUIREMENTS (Env-Wm 507) (please note, this section does NOT need to be filled out if you are a mineral spirits generator only and the mineral spirits are only used in a parts washer and managed under a contractual agreement):**

| 1. | Location of Hazardous Waste Storage Area(s) (describe the location of each hazardous waste storage area; please copy this page if there are three or more storage areas): | Storage Area 1<br>(Identify the location)<br>Stores  | Storage Area 2<br>(Identify the location)   |
|----|---|--|---|
| 2. | Type and size of container(s) or tank(s) (for example, steel, plastic, fiber; 5-gallon, 55-gallon, cubic yard box):   | 5 gallon plastic   |   |
| 3. | Container(s)/Tank(s) are in good condition?   | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                              | <input type="checkbox"/> Yes <input type="checkbox"/> No                              |
| 4. | Container(s)/Tank(s) compatible with the waste stored in the tank or container?   | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                              | <input type="checkbox"/> Yes <input type="checkbox"/> No                              |
| 5. | Container(s)/Tank(s) are closed except when adding/removing wastes?   | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                              | <input type="checkbox"/> Yes <input type="checkbox"/> No                              |
| 6. | Container(s)/Tank(s) are stored on impervious surfaces?   | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                              | <input type="checkbox"/> Yes <input type="checkbox"/> No                              |
| 7. | Does the storage area have a functional floor drain?  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                              | <input type="checkbox"/> Yes <input type="checkbox"/> No                              |
| a. | If yes, is the secondary containment capable of containing the volume of the largest capacity hazardous waste container/tank present?                                     | <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A | <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A |
| 8. | Are hazardous waste containers stored outside?  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                              | <input type="checkbox"/> Yes <input type="checkbox"/> No                              |
| a. | If yes, are the containers covered to prevent precipitation from coming in contact with the tops of the containers?   | <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A            | <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A |
| b. | If the containers are stored outside, are they at least 50 feet away from any surface water?  | <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A            | <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A |

Are container(s)/tank(s) marked with the following information at the time they are first used to accumulate waste(s)?

|     |   |   |  |
|-----|---|---|--|
| 9.  | The beginning accumulation date.<br>* This does not apply to SQG extended storage (see Item 18 of this section) | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A* | <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A* |
| 10. | The words "hazardous waste"   | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                               | <input type="checkbox"/> Yes <input type="checkbox"/> No                               |
| 11. | Words that specifically identify the contents of the container/tank   | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                               | <input type="checkbox"/> Yes <input type="checkbox"/> No                               |
| 12. | The EPA or state waste number   | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                               | <input type="checkbox"/> Yes <input type="checkbox"/> No                               |
| 13. | Are the labels with the above information fully visible?  | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                               | <input type="checkbox"/> Yes <input type="checkbox"/> No                               |

Are the following available at each hazardous waste storage area?

|     |  |   |  |
|-----|--|---|--|
| 14. | Spill control equipment, such as speedi-dry or absorbent rags?   | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                               | <input type="checkbox"/> Yes <input type="checkbox"/> No                               |
| 15. | Fire control equipment, such as fire extinguishers?  | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                               | <input type="checkbox"/> Yes <input type="checkbox"/> No                               |
| 16. | "No smoking" signs near ignitable or reactive wastes?<br>*No ignitable or reactive wastes                                | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A* | <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A* |
| 17. | A minimum of 2 feet of aisle space on at least one side of each container to allow for inspections and emergency access? | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                               | <input type="checkbox"/> Yes <input type="checkbox"/> No                               |

Small Quantity Generator Extended Storage (Env-Wm 508.03):

|     |  |   |
|-----|--|---|
| 18. | Small Quantity Generator Extended Storage Checklist: Does the facility accumulate greater than 220 pounds (100 kilograms; or approximately 26 gallons) of non-acutely hazardous waste on-site? If you checked this option please complete the extended storage checklist on page 5 of this form. | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
|-----|--|---|

**F. RECORDKEEPING REQUIREMENTS (Env-Wm 512):**

- Are manifests kept by the facility for at least 3 years?  Yes  No
- Is one copy of the manifest sent to DES at the time of shipment?  Yes  No

**G. PRE-TRANSPORT/DELIVERY REQUIREMENTS (Env. Wm 507:6:511)**

1. **Method of Transportation**  
How is hazardous waste transported? Please check all that apply:  Transporter  Self Transport
2. **Transportation by valid NH Hazardous Waste Transporter**  
If the waste is hauled by a hazardous waste transporter, is the transporter registered with DES?  Yes  No  Don't Know

**H. CORRECTIVE ACTION PLAN:**

If your facility is not in compliance, please complete this form indicating any areas of non-compliance (by checking the "No" box) and prepare a schedule with a list of steps to follow to bring those areas into compliance. This is known as a Corrective Action Plan and it describes the actions your facility will take to come into compliance within a specified time frame. Please note that the Corrective Action Plan shall specify the date by which all corrective actions shall have been completed, which shall be as soon as practicable but in no event later than 90 days from the date this declaration is due. If a Corrective Action Plan that is the list of steps with a schedule to bring areas into compliance is needed, please provide to DES along with this form.

**CERTIFICATION**

I hereby affirm that the information provided and other statements made on this Self-Certification Checklist and Declaration of Compliance and any attachments hereto, including but not limited to the Notification Form and any Corrective Action Plan, is correct and complete to the best of my knowledge and belief. I further affirm that I am familiar with the NH Hazardous Waste Rules applicable to Small Quantity Generators and with this facility's operations and procedures with respect to hazardous waste. I acknowledge that RSA 604:2 provides penalties for making false or otherwise misleading statements with a purpose to deceive a public servant in the performance of official duties.

**Signature of Owner or Executive Officer:**

*[Handwritten Signature]*

**Please Sign Here**

Date: *1/27/06*

Name: Douglas H. Ward  
(please print or type)

Title: Waste Manager




**Before You Return This Form, Please:**

- 1. Review the Self-Certification form to make sure it is complete;
- 2. Sign and date the Self-Certification form;
- 3. Include the \$300 fee (Belknap, Carroll, Coos, Grant, Merrimack & Sullivan Counties) due by January 1, 2006 (unless fee exempt, see Item B.6, Political Subdivision, of this form) made out to **Treasurer, State of New Hampshire**;
- 4. Verify, make any changes if needed, sign, and date the yellow Notification form;
- 5. If needed, include the Corrective Action Plan with this form (see Item H, Corrective Action Plan).

When you complete this form please return it along with the fee, the Notification form, and the Corrective Action Plan (if needed), to:

New Hampshire Department of Environmental Services (NH DES)  
Waste Management Division  
Hazardous Waste Compliance - SQG Program  
P.O. Box 95  
Concord, NH 03302-0095

MOST CURRENT NOTIFICATION

|  |  |  |  |
|--|--|--|--|
|                             |  | <b>RCRA C SITE IDENTIFICATION FORM;</b><br><b>Notification of Hazardous Waste Activity</b><br>NH DES Waste Management Division-RIMS<br>PO Box 3900; Concord NH 03302-3900<br>(603) 271-2921  |  |
| <b>EPA ID No.</b> <i>NH0000842575</i>  |  |  |  |
| <b>1. Reason for Submittal and Effective Date</b>  |  | Enter effective date here: _____ then check the correct box.<br><input checked="" type="checkbox"/> To provide <b>initial notification</b> (to obtain an EPA ID Number for hazardous waste, including universal waste or used oil activities). <i>To ensure that your notification is processed promptly, please include the \$150 fee (if applicable).</i><br><input type="checkbox"/> To provide <b>subsequent notification</b> and/or update biennial reporting data (to update site identification information). Reason: _____ |  |
| <b>2. Site Name</b>  |  | Company Name: <i>FRASER NH INC</i>   |  |
| <b>3. Site Location Information</b>  |  | Street Address:<br><i>72 CASCADE PLATS</i><br>City or Town:<br><i>COCHAM</i> State:<br><i>NH</i><br>County Name:<br><i>COCHAM</i> Zip Code:<br><i>0358</i>   |  |
| <b>4. Site Land Type</b>   |  | <input checked="" type="checkbox"/> Private <input type="checkbox"/> Federal <input type="checkbox"/> Municipal <input type="checkbox"/> State <input type="checkbox"/> Other  |  |
| <b>5. NAICS Code(s)</b><br><small>(available at <a href="http://www.naics.com">www.naics.com</a>)</small>    |  | A. <i>3329</i> B. _____<br>C. _____    D. _____  |  |
| <b>6. Site Contact Person</b>  |  | First and Last Name:<br><i>RYAN CARRIER</i> Title:<br><i>ENVIRONMENTAL ENGINEER</i><br>Phone Number and Extension:<br><i>603 334 3622</i> Email address:<br><i>CARRIER@FRASERNH.COM</i>  |  |
| <b>7. Site Mailing Address</b>   |  | Street or P. O. Box:<br><i>72 CASCADE PLATS</i><br>City or Town:<br><i>COCHAM</i> State:<br><i>NH</i> Zip Code:<br><i>0358</i>   |  |
| <b>8a. Legal Owner of the Site</b><br><small>(List additional owners in the comments section.)</small>       |  | Name of Site's Legal Owner:<br><i>FRASER NH INC</i> Date Became Owner (mm/dd/yyyy):<br><i>5/31/2002</i><br>Street or P. O. Box:<br><i>72 CASCADE PLATS</i> Phone Number:<br><i>603 334 3622</i><br>City or Town:<br><i>COCHAM</i> State:<br><i>NH</i> Zip Code:<br><i>0358</i><br>Owner Type: <input checked="" type="checkbox"/> Private <input type="checkbox"/> Federal <input type="checkbox"/> Municipal <input type="checkbox"/> State <input type="checkbox"/> Other  |  |
| <b>8b. Legal Operator of the Site</b><br><small>(List additional operators in the comments section.)</small> |  | Name of Site's Operator:<br><i>FRASER NH INC</i> Date Became Operator (mm/dd/yyyy):<br><i>5/31/2002</i><br>Street or P. O. Box:<br><i>72 CASCADE PLATS</i> Phone Number:<br><i>603 334 3622</i><br>City or Town:<br><i>COCHAM</i> State:<br><i>NH</i> Zip Code:<br><i>0358</i><br>Operator Type: <input checked="" type="checkbox"/> Private <input type="checkbox"/> Federal <input type="checkbox"/> Municipal <input type="checkbox"/> State <input type="checkbox"/> Other   |  |

This form should have instructions with it; if not, please visit [www.des.nh.gov/rims/](http://www.des.nh.gov/rims/) or call (603)271-2921.

9. Type of Regulated Waste Activity (Mark 'X' in the appropriate boxes.)

A. Hazardous Waste Activities:

1. Generator of Hazardous Waste  
(Choose only one of the following four categories. Do not calculate Used Oil For Recycle toward your generator size.)

NH Full Quantity Generator (FQG); Federal LQG  
 Generate greater than 1,000 kg/mo (2,200 lbs.) of non-acute hazardous waste; or generate in a calendar month or accumulate at any time 1 kg (2.2 lbs.) or more of acute hazardous waste

NH Full Quantity Generator (FQG); Federal SQG  
 Generate equal to or greater than 100 and not more than 1,000 kg/mo (220-2,200 lbs.) of non-acute hazardous waste

NH Small Quantity Generator (SQG); Federal CESQG  
 Generate less than 100 kg/mo (220 lbs.) of non-acute hazardous waste; or generate in a calendar month or accumulate at any time less than 1 kg (2.2 lbs.) of acute hazardous waste

Not a Generator  
 This site does not presently generate hazardous waste.

In addition, indicate other generator activities that will affect how you are regulated. (Please check all that apply.)  
 Precious Metal Recovery accumulated on-site (e.g., Silver)  
 Emergency Temporary Generator (valid for 30 days)  
 Household Hazardous Waste Collector  
 Importer of HW from a foreign country  
 Mixed Waste (hazardous and radioactive) Generator

For items 2 through 5, check all that apply. Please note that a hazardous waste permit or transporter registration may be required for activities in items 2 through 4.

- 2. Transport Hazardous Waste
- 3. Treat, Store, or Dispose Hazardous Waste (at your site)
- 4. Recycle Hazardous Waste (at your site)
- 5. Consolidate NH Small Quantity Generator Waste  
This site will accumulate waste from a NHSQG site owned by the same owner. (Please be sure that the box checked off in item 9A1 reflects the additional quantities of waste that will be received.)

B. Universal Waste Activities

- 1. Total quantity of Universal Waste on site at any time:
  - a. Greater than 20,000 kg (44,000 lbs.); VLQH
  - b. Greater than 5,000 kg but less than 20,000 kg (11,000 lbs to 44,000 lbs.); LQH

2. If you checked an item above, please indicate the types of universal waste generated and/or accumulated at your site. (Check all boxes that apply.)

|   | Generate                            | Accumulate                          |
|---|-------------------------------------|-------------------------------------|
| a. Batteries  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| b. Pesticides   | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| c. Thermostats  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| d. Lamps  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| e. Antifreeze   | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| f. Mercury Containing Devices (excluding Thermostats) | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| g. Cathode Ray Tubes                                  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |

- 3. Destination Facility for Universal Waste (any amount)  
(Note: A hazardous waste permit may be required for this activity.)
- 4. Lamp handler intentionally crushing or dismantling lamps (Note: A hazardous waste permit is required for this activity.)

C. Used Oil Activities

- 1. Used Oil Transporter - Indicate Type(s) of Activity(ies)
  - a. Transporter
  - b. Transfer Facility
- 2. Used Oil Processor and/or Re-refiner - Indicate Type(s) of Activity(ies)
  - a. Processor
  - b. Re-refiner
- 3. Used Oil Burner
  - a. Off-Specification
  - b. Specification
- 4. Used Oil Fuel Marketer - Indicate Type(s) of Activity(ies)

| Spec                                | Off-Spec                            |   |
|-------------------------------------|-------------------------------------|---|
| <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | a. Marketer who directs shipment of used oil to a used oil burner   |
| <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | b. Marketer who collects and blends or processes used oil collected |
| <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | c. Marketer who collects and distributes used oil collected         |

- 5.  Used Oil Collection Center accepting used oil other than household "Do-It-Yourself"
- 6.  Aggregation Point







NEW HAMPSHIRE DEPARTMENT OF ENVIRONMENTAL SERVICES  
WASTE MANAGEMENT DIVISION - RMS  
PO BOX 3900

Concord, NH 03302  
(603) 271-2921

HAZARDOUS WASTE QUARTERLY ACTIVITY REPORT



Date- Apr. 28, 2009  
RCRA Id - NHD000842576

LAST Manifest sent quarterly. 57

RYAN CARRIER  
FRASER NH LLC  
72 CASCADE FLATS  
GORHAM NH 03581

Location:  
72 CASCADE FLATS  
GORHAM  
NH 03581

Review this report for accuracy and completeness. Please contact any discrepancies and include a copy of the manifest(s) or discrepancy letter(s) documenting the corrections. If your company has manifested shipments not included in the Manifest Detail, enclose a copy of each when returning the report. Even if there is no fee due, the data must be verified and the report signed and returned to DES.

Return a signed, accurate report and payment due (if any) to the above address within thirty (30) days of receipt.

Quarter-1-2009 Manifest Detail

| Manifest No:     | Gen Sig Date: | Waste Code:   | Pounds: | Copies: 7 2             | Exempt Status: |
|------------------|---------------|---------------|---------|-------------------------|----------------|
| 000356399VES     | Mar. 18, 2009 | D002          | 100     | Y Y                     | ASSESSED FEE   |
| Line Item Count: | 1             | Total Pounds: | 100     | Total Assessed Pounds:  | 100            |
|                  |               |               |         | Current Quarter Fee:    | \$0.00         |
|                  |               |               |         | Payments Applied:       | \$0.00         |
|                  |               |               |         | Credits Applied:        | \$0.00         |
|                  |               |               |         | Unpaid Balance to Date: | \$0.00         |

\*No fee is charged for assessed weight less than 660 pounds. If fee amount due is \$0, you owe \$0; just return the signed report. Starting 7/1/2007.

A minimum \$100 fee is charged for assessed weights in excess 660 pounds, up to 1,666 pounds. A \$.05 per pound is charged for assessed weight in excess of 1,666 pounds.

Make check payable to: Treasurer, State of New Hampshire.  
Please reference the Site EPA ID number: NHD000842576 and reporting quarter 1, on your check.

RSA 147-B: A failure to file a report by the required date or to include the fees due shall result in the assessment of a 10 percent penalty to be added to the amount of fees due for that month. If no fees are due, a penalty of \$1 per day shall be assessed. Such penalty shall immediately cease and thereafter the overdue fees and the penalty shall bear interest at the rate established by the Internal Revenue Service effective on the last business day of the calendar year. This fee shall be paid 2 percent. In calculating the monthly rate, the figure shall be rounded off to the nearest quarter percent.

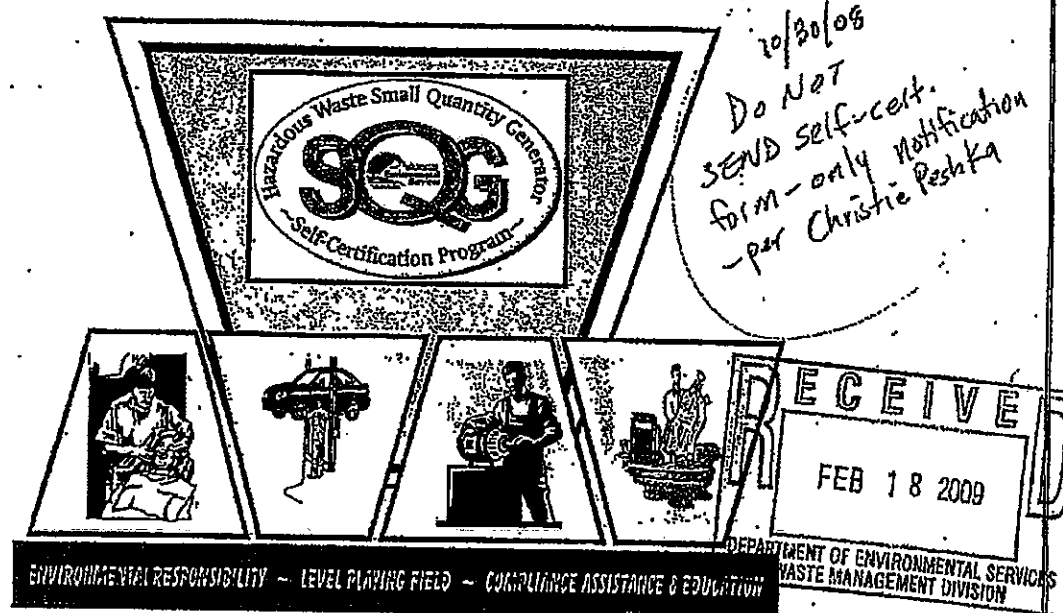
Certification: I hereby certify that the information provided here is complete and accurate to the best of my knowledge. I understand that all information in this report (excluding credit card information) can be disclosed to the public according to the Freedom of Information Act, unless a claim of confidentiality is made in accordance with ENV-WM 213.

I am authorized to sign official documents for my organization.

Authorized Signature: [Signature] Printed Name: RYAN CARRIER Title: Environmental Engineer Date: 5/6/09

Email Address: CarrierR@bg.fraserllc.com Payment Type: VISA Mastercard Check  
Fee Amount Paid: \$            Card #:            Exp. Date:           





ENVIRONMENTAL RESPONSIBILITY - LEVEL PLAYING FIELD - COMPLIANCE ASSISTANCE & EDUCATION

# Self-Certification and Declaration of Compliance Form

STATE OF NEW HAMPSHIRE'S HAZARDOUS WASTE RULES  
Chapter Env-Wm 514

*Actual Facility Location Address Here (Please Verify by checking box if accurate):*

|                          |                                  |                                     |
|--------------------------|----------------------------------|-------------------------------------|
| Company Name:            | FRASER NH LLC                    | <input checked="" type="checkbox"/> |
| Facility Street Address: | 72 CASCADE FLATS PAPER MILL WWTP | <input checked="" type="checkbox"/> |
| Town/ County:            | GORHAM / COOS                    | <input checked="" type="checkbox"/> |
| EPA ID #:                | NHD510193162                     | <input checked="" type="checkbox"/> |

PLEASE COMPLETE AND RETURN THIS FORM BY 1/1/09

State of New Hampshire  
Department of Environmental Services  
Waste Management Division  
HAZARDOUS WASTE  
CERTIFICATION PROGRAM  
PO Box 95, 29 Hazen Drive  
Concord, NH 03302-0095  
Phone #: (603) 271-2942  
Fax #: (603) 271-0869

Toll-Free (In-State Only) #:  
(866) HAZWAST -OR- (866) 429-9278  
[www.des.nh.gov](http://www.des.nh.gov)

**FOR DES OFFICE USE ONLY**

DATE REC'D: 2/18/09

TYPE OF PAYMENT REC'D: Amount Paid: \$

CREDIT CARD: Receipt #: \_\_\_\_\_ Init: \_\_\_\_\_  
*Credit Cards (VISA OR MASTERCARD ONLY) can be processed via (603) 271-2990*

INTERNAL PAYMENT VOUCHER: Date Processed: \_\_\_\_\_ Init: \_\_\_\_\_  
*Internal State of NH Account #: 020-044-5392-3152*

CHECK #: \_\_\_\_\_ A-15 #: \_\_\_\_\_ Date: \_\_\_\_\_ Init: \_\_\_\_\_

NO FEE REC'D:  Exempt  Check Returned: N/A Date: 2/19 Init: CWP

COMPLETE:  YES: Date Complete: 2/20/09 Init: CWP  
 Declassification to RMS  Notification to RMS

NO: Date Incomplete: \_\_\_\_\_ Init: \_\_\_\_\_

IF NO, Reason:

No Signature  No Fee  Manifest History Indicates Active HW Mgmt.

Other: \_\_\_\_\_

Other: \_\_\_\_\_

DATA ENTERED:

9

ENTERED

PLEASE KEEP COVER PAGE ATTACHED TO APPLICATION



HAZARDOUS WASTE  
SMALL QUANTITY GENERATOR (SQG)  
SELF-CERTIFICATION AND  
DECLARATION OF COMPLIANCE FORM

A. GENERAL INFORMATION:

- 1. Facility Name: Fraser NH LLC EPA ID #: NHD510193162  
(Please Note That The EPA ID # IS Site-Specific)
- 2. Mailing Address: (Physical Address of Facility is listed on cover page- please put Mailing Address here.)  
Street or PO Box: 72 Cascade Flats, Paper Mill WWTP  
City/Town: Gorham State: NH Zip Code: 03581
- 3. Name/Title of Individual Completing This Form: (Should we have questions regarding this form)  
Name: Ryan Carrier Title: Env. Engineer/WWTP Supervisor  
Daytime Phone Number: 603-342-3363 E-mail (optional): carrier@bg.fraserpapers.com
- 4. Date(s) of Self-Certification Inspection(s) and File Review(s): 10/31/08
- 5. a. Property Owner Name: Fraser NH LLC  
b. Mailing Address of Property Owner: 72 Cascade Flats -or-  Same as #2 above  
Street or PO Box: \_\_\_\_\_  
City/Town: Gorham State: NH Zip Code: 03581

B. APPLICABILITY - Check all of the following that apply to your facility:

- 1.  **Used Oil for Recycling:** If used oil is recycled, is the only hazardous waste generated by your facility, and is managed in accordance with Env-Wm 807 (Requirements for Management of Used Oil Being Recycled) of the New Hampshire Hazardous Waste Rules, there is no fee required. Please complete Sections C.1. and C.2. on page 2; sign on page 4, and return this form.
- 2.  **On-Site Silver Recovery Unit:** If photo-fixer solution is the only hazardous waste generated by your facility and the silver is immediately recovered without any on-site storage prior to recovery, there is no fee required. Please complete Sections C.1 and C.2 on page 2, sign on page 4, and return this form.
- 3.  **Full Quantity Generator:** If you generate greater than 220 pounds of hazardous waste in any single month, you are a Full Quantity Generator (FQG) and not a Small Quantity Generator (SQG). There is no SQG Program fee required. Please sign on page 4, return this form, and contact the New Hampshire Hazardous Waste Coordinator Program at (603) 271-2942.
- 4.  **No Hazardous Waste Generated:** If you no longer generate hazardous waste, please complete Sections C.1. and C.2. on page 2, sign on page 4; and return this form.
- 5.  **Universal Waste:** If universal waste (for example, batteries, antifreeze, computer monitors, television monitors, fluorescent lamps, or mercury containing devices) is the only hazardous waste generated, and it is managed in accordance with Env-Wm 1100 (Requirements for Universal Waste Management) of the New Hampshire Hazardous Waste Rules, there is no fee required. Please complete Sections C.1. and C.2. on page 2; sign on page 4; and return this form.
- 6.  **Political Subdivision:** For political subdivisions (for example, municipally owned facilities) there is no fee required. If items 1, 2, 3, 4, or 5 of this section (Applicability, Section B of this form) do not apply, please complete the remainder of this form, sign on page 4, and return this form.
- 7.  **NH Small Quantity Generator:** If your facility generates less than 220 pounds of hazardous waste in each and every month and items 1, 2, 3, 4, or 5 in the section above do not apply, please complete the remainder of this form, sign on page 4, and return with the required fee.

|   |       |
|---|-------|
| <input type="checkbox"/> Credit Card R#:<br><input type="checkbox"/> No Fee Rec'd | Date: |
|---|-------|

**C. NOTIFICATION (Env-Wm 504):**

1. Please verify, sign and date the attached yellow RCRA C Site Identification Form (Notification Form).

*In addition to completing this SQG form, this is an opportunity to review the hazardous waste notification information that we have for your facility. Please make any necessary changes (i.e. changes in regulated waste activity, waste names, etc.) on the Notification Form, sign the Notification Form, and return it to DES with this SQG Self-Certification Form (see Notes attached to this form for more guidance).*

2. Have hazardous waste activities (other than used oil for recycle, universal waste for recycle, and/or on-site silver recovery) at this facility ceased?  Yes  No

*If you checked yes to this question, please provide the date that hazardous waste activities have ceased and follow the instructions in items a. and b. below.* Date: 10/3/2006

**If you no longer generate hazardous waste (other than used oil for recycle, universal waste for recycle, and/or on-site silver recovery), please follow these instructions:**

- a. On the attached Notification Form under Item 12, "Comments", indicate that the facility no longer generates hazardous waste or that the facility only generates used oil for recycle, universal waste for recycle, and/or utilizes an on-site silver recovery unit. Please also include whether or not the facility closed, relocated, or ceased generating hazardous waste. *By doing this the EPA ID # can be declassified or inactivated. Declassification typically relates to facilities that close or move. Facilities that cease hazardous waste activity, but continue to operate, typically inactivate the EPA ID #.*
- b. Please sign and return the Notification Form along with this SQG Self-Certification Form. There is no fee required for filing subsequent notification in regard to the Notification Form. Please sign this form on page 4 and return it along with the signed Notification Form.

**D. WASTE GENERATION AND WASTE TYPE:**

1. Waste Type: Please list the hazardous waste(s) generated at the facility in the first column of the table below. In the second column, please describe how the hazardous waste is generated.

| List the Hazardous Waste(s) | How is it generated? |
|-----------------------------|----------------------|
|                             |                      |
|                             |                      |
|                             |                      |
|                             |                      |
|                             |                      |

2. Quantity of Waste: In the table below please identify the total amount of hazardous waste generated per month for the past 12 months (please use pounds or kilograms):

| Month/Year (specify) | Amount of Hazardous Waste generated | Month/Year (specify) | Amount of Hazardous Waste generated |
|----------------------|-------------------------------------|----------------------|-------------------------------------|
|                      |                                     |                      |                                     |
|                      |                                     |                      |                                     |
|                      |                                     |                      |                                     |
|                      |                                     |                      |                                     |
|                      |                                     |                      |                                     |

3. Waste Determination (Env-Wm 502.01): In general, how do you determine if your waste(s) is hazardous or not (check all that apply)?

- Waste has been tested.
- Waste is hazardous based on the knowledge of the hazardous materials used in the process.
- Rely on the transporter or consultant.

61 J

**E. STORAGE REQUIREMENTS (Env-Wm 507) (please note, this section does NOT need to be filled out if you are a mineral spirits generator only and the mineral spirits are only used in a parts washer and managed under a contractual agreement):**

|    |   | Storage Area 1<br>(Identify the location)   | Storage Area 2<br>(Identify the location)   |
|----|---|---|---|
| 1. | Location of Hazardous Waste Storage Area(s) (describe the location of each hazardous waste storage area; please copy this page if there are three or more storage areas): |   |   |
| 2. | Type and size of container(s) or tank(s) (for example, steel, plastic, fiber; 5-gallon, 55-gallon, cubic yard box):   |   |   |
| 3. | Container(s)/Tank(s) are in good condition?   | <input type="checkbox"/> Yes <input type="checkbox"/> No                              | <input type="checkbox"/> Yes <input type="checkbox"/> No                              |
| 4. | Container(s)/Tank(s) compatible with the waste stored in the tank or container?   | <input type="checkbox"/> Yes <input type="checkbox"/> No                              | <input type="checkbox"/> Yes <input type="checkbox"/> No                              |
| 5. | Container(s)/Tank(s) are closed except when adding/removing wastes?   | <input type="checkbox"/> Yes <input type="checkbox"/> No                              | <input type="checkbox"/> Yes <input type="checkbox"/> No                              |
| 6. | Container(s)/Tank(s) are stored on impervious surfaces?   | <input type="checkbox"/> Yes <input type="checkbox"/> No                              | <input type="checkbox"/> Yes <input type="checkbox"/> No                              |
| 7. | Does the storage area have a functional floor drain?  | <input type="checkbox"/> Yes <input type="checkbox"/> No                              | <input type="checkbox"/> Yes <input type="checkbox"/> No                              |
| a. | If yes, is the secondary containment capable of containing the volume of the largest capacity hazardous waste container/tank present?                                     | <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A | <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A |
| 8. | Are hazardous waste containers stored outside?  | <input type="checkbox"/> Yes <input type="checkbox"/> No                              | <input type="checkbox"/> Yes <input type="checkbox"/> No                              |
| a. | If yes, are the containers covered to prevent precipitation from coming in contact with the tops of the containers?   | <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A | <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A |
| b. | If the containers are stored outside, are they at least 50 feet away from any surface water?  | <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A | <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A |

Are container(s)/tank(s) marked with the following information at the time they are first used to accumulate waste(s)?

|     |   |  |  |
|-----|---|--|--|
| 9.  | The beginning accumulation date.<br>* This does not apply to SQG extended storage (see item 18 of this section) | <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A* | <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A* |
| 10. | The words "hazardous waste"   | <input type="checkbox"/> Yes <input type="checkbox"/> No                               | <input type="checkbox"/> Yes <input type="checkbox"/> No                               |
| 11. | Words that specifically identify the contents of the container/tank   | <input type="checkbox"/> Yes <input type="checkbox"/> No                               | <input type="checkbox"/> Yes <input type="checkbox"/> No                               |
| 12. | The EPA or state waste number   | <input type="checkbox"/> Yes <input type="checkbox"/> No                               | <input type="checkbox"/> Yes <input type="checkbox"/> No                               |
| 13. | Are the labels with the above information fully visible?  | <input type="checkbox"/> Yes <input type="checkbox"/> No                               | <input type="checkbox"/> Yes <input type="checkbox"/> No                               |

Are the following available at each hazardous waste storage area?

|     |  |  |  |
|-----|--|--|--|
| 14. | Spill control equipment, such as speed-dry or absorbent rags?  | <input type="checkbox"/> Yes <input type="checkbox"/> No                               | <input type="checkbox"/> Yes <input type="checkbox"/> No                               |
| 15. | Fire control equipment, such as fire extinguishers?  | <input type="checkbox"/> Yes <input type="checkbox"/> No                               | <input type="checkbox"/> Yes <input type="checkbox"/> No                               |
| 16. | "No smoking" signs near ignitable or reactive wastes?<br>*No ignitable or reactive wastes                                | <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A* | <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A* |
| 17. | A minimum of 2 feet of aisle space on at least one side of each container to allow for inspections and emergency access? | <input type="checkbox"/> Yes <input type="checkbox"/> No                               | <input type="checkbox"/> Yes <input type="checkbox"/> No                               |

Small Quantity Generator Extended Storage (Env-Wm 508.03):

|     |  |  |
|-----|--|--|
| 18. | Small Quantity Generator Extended Storage Checklist: Does the facility accumulate greater than 220 pounds (100 kilograms; or approximately 26 gallons) of non-acutely hazardous waste on-site? If you checked this option please complete the extended storage checklist on page 5 of this form. | <input type="checkbox"/> Yes <input type="checkbox"/> No |
|-----|--|--|

**F. RECORDKEEPING REQUIREMENTS (Env-Wm 512):**

- Are manifests kept by the facility for at least 3 years?  Yes  No
- Is one copy of the manifest sent to DES at the time of shipment? (If no, please make a copy and provide to DES. It is required.)  Yes  No

**G. PRE-TRANSPORT/DELIVERY REQUIREMENTS (Env-Wm 507 & 511):**

**1. Method of Transportation**

How is hazardous waste transported? Please check all that apply.  Transporter  Self Transport

**2. Transportation by valid NH Hazardous Waste Transporter**

If the waste is hauled by a hazardous waste transporter, is the  Yes  No  Don't Know transporter registered with DES?

**H. CORRECTIVE ACTION PLAN:**

If your facility is not in compliance, please complete this form indicating any areas of non-compliance, and prepare a schedule with a list of steps to follow to bring those areas into compliance. This is known as a Corrective Action Plan and it describes the actions your facility will take to come into compliance within a specified time frame. Please note that the Corrective Action Plan shall specify the date by which all corrective actions shall have been completed, which shall be as soon as practicable but in no event later than 90 days from the date this declaration is due. If a Corrective Action Plan, that is, the list of steps with a schedule to bring areas into compliance, is needed, please provide it to DES along with this form.

**CERTIFICATION**

I hereby affirm that the information provided and other statements made on this Self-Certification Checklist and Declaration of Compliance and any attachments hereto, including but not limited to the Notification Form and any Corrective Action Plan, is correct and complete to the best of my knowledge and belief. I further affirm that I am familiar with the NH Hazardous Waste Rules applicable to Small Quantity Generators and with this Facility's operations and procedures with respect to hazardous waste. I acknowledge that RSA 641:3 provides penalties for making false or otherwise misleading statements with a purpose to deceive a public servant in the performance of official duties.

**Signature of Owner or Executive Officer:**

Willis Blewins



Date: 2-16-09

Name: Willis Blewins  
(please print or type)

Title: General Manager

\* \* \* \* \*



**Before You Return This Form, Please:**

- Review the Self-Certification Form to Make Sure it is Complete
- Sign and Date the Self-Certification Form
- Include the \$270 Fee Due by January 1, 2009 (Unless Fee Exempt; See Item B. 6., Political Subdivision, of this Form) Made Out To "Treasurer, State of New Hampshire"
- Verify; Make Any Changes or Comments If Needed, Sign, and Date the yellow RCRA C Site Identification Notification Form
- If Needed, Include the Corrective Action Plan with this Form (See Item H., Corrective Action Plan)

When you complete this form please return it along with the fee, the Notification form, and the Corrective Action Plan (if needed), to:

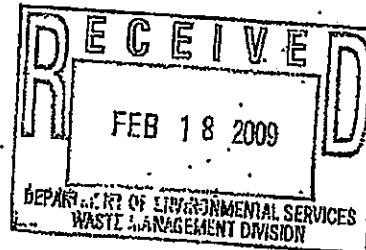
New Hampshire Department of Environmental Services (NH DES)  
Waste Management Division  
Hazardous Waste Compliance Bureau- SQG Program  
P.O. Box 95, 29 Hazen Drive  
Concord, NH 03302-0095.

Fraser N.H. LLC

72 Cascade Flats  
Gorham, NH 03581

February 16, 2009

NH Department of Environmental Services  
Waste Management Division  
Hazardous Waste Compliance Bureau – SQG Program  
PO Box 95, 29 Hazen Drive  
Concord, NH 03302-0095



RE: NHD510193162 SQG Form – In response to Second Notice

Dear Sir/Madame:

Enclosed please find the SQG form for the declassified site EPA ID#: NHD510193162, 72 Cascade Flats Paper Mill WWTP. This site is being managed under the ID# NHD000842575, which covers the whole paper mill facility. The WWTP is located on the same property and we have determined that there is no need for two separate site ID's. That being said, Fraser does not believe that a separate fee is due for this site. Please note that the RCRA Notification Form was submitted and received by NHDES on November 6, 2008 which was also found on "One Stop-Data and Information" along with the declassification acknowledgment.

Please feel free to call me at (603) 342-3363 if there are any concerns or questions regarding this submittal.

Sincerely,

A handwritten signature in cursive script that reads "Ryan Carrier".

Ryan Carrier  
Environmental Engineer/WWTP Supervisor

Enc.

SCHEDULE C

Lands

Note: As used herein "recorded" shall mean "recorded in the Coos County Registry of Deeds" and "Paper Mill", "Gorham Mill" and "Cascade Mill" are one and the same.

Section One

Parts IV and V [reference from 996-420]  
Cascade Mill - Berlin and Gorham  
Cascade Absorbent Plant - Gorham  
Easements - Berlin and Gorham

CASCADE MILL (a/k/a Paper Mill): Certain real property with the improvements thereon situate in the City of Berlin and the Town of Gorham, County of Coos, State of New Hampshire, and comprised of parcels designated as numbers 5 and 6, which are separated by the Berlin-Gorham Town Line, and the Cascade Absorbent Plant, and are more particularly described herein, and as approximately shown on Brown Company drawing entitled "Property ownership and Rights Along the Androscoggin River - Lot 174 in Gorham to Range 11 in Berlin" - Drawing Number 5 of 13-R-13 by Jackson & Moreland, Engineers, dated April, 1948 and revised October, 1980 to show Parcel No. 5 and 6, said Plan having been recorded in Pocket 5, Folder 4, Plan 7, and said parcels described as follows:

Parcel No. 5 Land within Parcel No. 5 and located in the City of Berlin, County of Coos, and State of New Hampshire; and being a part of Lot 4, Range 11 of Lots and Ranges of said Berlin; and, in general, bounded, except as noted herein, on the east by the westerly right of way line of Boston & Maine Railroad; on the south by the Berlin-Gorham Town Line; on the west by Glen Avenue so-called, also known as State Highway Route 16; and on the north by land belonging to the City of Berlin and the centerline of the Berlin Mills Railroad; and more particularly described as follows:

Beginning at a point on the westerly right of way line of said Boston & Maine Railroad and on the centerline of said Berlin Mills Railroad and further located westerly from the railroad underpass and easterly from the railroad bridge;

Line No. 1 - thence running southerly along the westerly right of way line of said Boston & Maine Railroad a distance of 2,100 feet, more or less, to a point, said point being the intersection of said right of way line and the Berlin-Gorham Town Line;

Line No. 2 - thence running westerly along said Berlin-Gorham Town Line a distance of 1,080 feet, more or less, to a point, on the easterly right of way line of said Glen Avenue, so-called, also known as State Route No. 16;

Line No. 3 - thence running northerly along the easterly right of way line of said State Route No. 16 a distance of 1,980 feet, more or less, to a point, said point being the

southwesterly corner of land belonging to said City of Berlin;

Line No. 4 - thence running easterly along said southerly boundary of land belonging to said City of Berlin and across the southerly end of Watson Street, so-called, a distance of 180 feet, more or less, to a point on the easterly right of way line of said Watson Street at the southerly end;

Line No. 5 - thence at a slight deflection angle to the right and continuing in an easterly direction a distance of 120 feet, more or less, to a point on the centerline of the Berlin Mills Railroad track at the westerly bridge abutment;

Line No. 6 - thence running easterly along the centerline of said Berlin Mills Railroad track and across the railroad bridge a distance of 420 feet, more or less, to the point of beginning.

Parcel No. 6 Land within Parcel No. 6 and located in the Town of Gorham, County of Coos, and State of New Hampshire; and being a part of Lot Numbers 152, 153, 154 and 179 of Lots of said Gorham and, in general, bounded, except as noted herein, on the east by the westerly right of way line of Boston & Maine Railroad, the westerly right of way line of Cascade Flats Road, so-called, and the centerline of Tinker Brook so-called; on the south by the land belonging to Public Service Company of New Hampshire and the lot line between Lot Numbers 154 and 155; on the west by the easterly right of way line of the Grand Trunk Railroad, land reserved for the Absorbent Products Division, and the easterly right of way line of Glen Avenue, so-called, also known as State Route 16; and on the north by the Town Line between Berlin and Gorham; and as more particularly described as follows:

Beginning at a point on the westerly right of way line of said Boston & Maine Railroad and on the Town Line between said Berlin and Gorham:

Line No. 1 - thence running southerly along the westerly right of way line of said Boston & Maine Railroad a distance of 3,300 feet, more or less, to a point, said point being the northeasterly corner of land belonging to the Public Service Company of New Hampshire;

Line No. 2 - thence running westerly along the northerly boundary of land belonging to said Public Service Company and continuing beyond for a total distance of 400 feet, more or less, to a point on the centerline of the Androscoggin River, so-called;

Line No. 3 - thence running northerly along the centerline of said Androscoggin River a distance of 1,260 feet, more or less, to a point;

Line No. 4 - thence running westerly across the westerly part of said Androscoggin River and along the northerly boundary of land belonging to others a distance of 250 feet, more or less, to a point on the easterly side of River Street, so-called;

Line No. 5 - thence running northerly along the easterly boundary of land belonging to others a distance of 200 feet, more or less, to a point on the northeasterly corner of land belonging to the Town of Gorham;

Line No. 6 - thence running westerly along the northerly boundary of land belonging to said Town of Gorham and across the Cascade Flats Road, so-called a distance of 160 feet, more or less, to a point on the westerly right of way line of said Cascade Flats Road;

Line No. 7 - thence running southerly along the westerly right of way line of said Cascade Flats Road a distance of 115 feet, more or less, to a point at the northeasterly corner of land belonging to others;

Line No. 8 - thence running westerly along the northerly boundary of land belonging to others a distance of 99 feet, more or less, to a point at the northwesterly corner of said land belonging to others;

Line No. 9 - thence running southerly along the westerly boundary of land belonging to others a distance of 165 feet, more or less, to a point at the southwesterly corner of land belonging to Anthony Ferrante;

Line No. 10 - Thence running easterly along the southerly boundary of land belonging to said Ferrante a distance of 99 feet, more or less, to a point on the westerly right of way line of said Cascade Flats Road;

Line No. 11 - thence running southerly along the westerly right of way line of said Cascade Flats Road a distance of 1,400 feet, more or less, to a point at the northeasterly corner of land belonging to others;

Line No. 12 - thence running westerly along the northerly boundary of land belonging to others a distance of 190 feet, more or less, to a point on the centerline of Tinker Brook;

Line No. 13 - thence running southerly along the centerline of Tinker Brook a distance of 1,000 feet, more or less, to a point on the lot line between the said Lot Numbers 154 and 155;

Line No. 14 - thence running westerly along said lot line between Lot Numbers 154 and 155, across said State Route No. 16 a distance of 240 feet, more or less, to a point on the easterly right of way line of said Grand Trunk Railroad, and said point on the right of way line being located a distance of 44 feet easterly from the centerline of the railroad tracks.

Line No. 15 - thence running northerly along the easterly right of way line of said Grand Trunk Railroad and located 44 feet easterly from the centerline of the railroad tracks, a distance of 3,500 feet, more or less, to a point at the southwesterly corner of land belonging to others;

Line No. 16 - thence running easterly along the southerly boundary of land belonging to others a distance of 85 feet, more or less, across State Route No. 16 to a point on the easterly right of way line of said State Route No. 16;

Line No. 17 - thence running northeasterly a distance of 140 feet, more or less, to a point;

Line No. 18 - thence running easterly a distance of 30 feet, more or less, to a point on the southwesterly right of way line of said Cascade Flats Road;

Line No. 19 - thence running southeasterly along the southwesterly right of way line of said Cascade Flats Road a distance of 1,060 feet, more or less, to a point;

Line No. 20 - thence running easterly, parallel to and 75 feet southerly from the southerly wall of the existing Absorbent Products Building and running across said Cascade Flats Road and along the southerly boundary of land reserved for the Absorbent Products Division a distance of 240 feet, more or less, to a point on a chain link fence;

Line No. 21 - thence running southeasterly along said chain link fence a distance of 110 feet, more or less, to a point;

Line No. 22 - thence at a left deflection angle of  $37^{\circ} 30'$  and running easterly a distance of 35 feet, more or less, to a point located 24 feet from the northwest corner of the existing Brown Company Time Office and 24 feet from the northeast corner of said Time Office;

Line No. 23 - thence at a left deflection angle of  $90^{\circ}$  and running northerly parallel to and 15 feet easterly from the easterly wall of said Absorbent Products Building a distance of 840 feet, more or less, to a point;

Line No. 24 - thence at a left deflection angle of  $90^{\circ}$  and running parallel to and 200 feet northerly from the northerly wall of said Absorbent Products Building a distance of 300 feet, more or less, to a point on the easterly right of way line of said Cascade Flats Road;

Line No. 25 - thence running northerly along the easterly right of way line of said Cascade Flats Road and said State Route No. 16 a distance of 900 feet, more or less, to a point, said point being the intersection of said right of way line and the Berlin-Gorham Town Line;

Line No. 26 - thence running easterly along said Town Line and across said Androscoggin River a distance of 1,080 feet, more or less, to the point of beginning.

ALSO CONVEYING to the extent the same are in force and effect, the right and easements granted by both the Town of Gorham and Rose Pare to excavate, lay, maintain, and renew underground process lines across the said Cascade Flats Road and the land formerly belong to Rose Pare. See Deed of the Brown Company to BBC, Inc. dated December 2, 1980, recorded at Book 635, Page 269 (page 291).

CASCADE ABSORBENT PLANT, GORHAM, NEW HAMPSHIRE - All that certain parcel of land with the improvements thereon located in Gorham, New Hampshire as shown on plan entitled, "Brown Company Ownership and Rights Along the Androscoggin River - Lot 174 in Gorham to Range 11 in Berlin - Drawing Number 5 of 13-R-13 by Jackson & Moreland, Engineers, dated April, 1948 and revised October, 1980 and designated "Reserved for A.P.D." said Plan having been recorded in Pocket 5, Folder 4, Plan 7, and said parcel more particularly bounded and described as follows:

BEGINNING at a point along the easterly right of way line of Cascade Flats Road, so-called, also known as State Route #16, 900 feet, more or less, southerly along said right of way line from the Berlin-Gorham Town Line to the point of beginning; thence

from the point of beginning easterly for 300 feet, more or less, to a point; thence southerly 840 feet, more or less, to a point, thence

westerly 30 feet, more or less, to a point; thence

making a slight deflection in a northwesterly direction for a distance of 110 feet; more or less, thence

in a westerly direction for 240 feet, more or less, to the easterly right of way line of Cascade Flats Road; thence

along said right of way for a distance of 1,060 feet, more or less, to the point of beginning.

EASEMENTS IN CITY OF BERLIN AND TOWN OF GORHAM - The following rights and easements to the extent the same have not been merged with the title acquired by Fraser N.H. LLC under the Deed of Androscoggin Valley Regional Refuse Disposal District recorded at Book 1171, Page 94 (Section Seven below): The right and easement across land in the City of Berlin reserved unto Crown Paper Co., its successors and assigns in the deed of Crown Paper Co. to John Hancock Mutual Life Insurance Company, dated October 29, 1997 and recorded at Coos County Registry of Deeds, Book 884, Page 57:

The non-exclusive perpetual and assignable right and easement to enter the property conveyed to John Hancock Mutual Life Insurance Company for purposes of maintaining and operating the existing fire protection system for the paper mill in the Town of Gorham known as the Cascade Mill, and making improvements to the same, including but not limited to the following:

- (a) The right to operate, maintain, inspect, repair, replace or alter the existing dam with reservoir and flowage rights located on Cascade Brook, so-called in Lot 3, Range 11 in the City of Berlin and the right to enter said Lot for such purposes;
- (b) The right to operate, maintain, inspect, repair, replace or alter the existing fire protection water line crossing Lot 3, Range 11 in the City of Berlin and right to enter said Lot for such purposes; and
- (c) The right to operate, maintain, inspect, repair, replace or alter all components of said fire protection system, including a thirty (30) foot wide right of way leading from the southerly line of Champlain Street, so-called, and running along the westerly side of Lot 3, Range 10 to the northerly side of Lot 3, Range 11 and continuing across said Lot 3, Range 11 to the reservoir area, and the right to use said right of way and the right to enter said Lots for such purposes.

Also conveying the non-exclusive perpetual and assignable right and easement to operate, maintain, repair, replace or alter the fire protection system and lines for the Cascade Mill crossing land in Gorham, New Hampshire, and the right of access to Lots 178 and 179 in Gorham for such purpose, as reserved to Crown Paper Co., its successors and assigns reserved in quitclaim deed of Crown Paper Co. to Yankee Forest Limited Liability Company, dated October 29, 1997 and recorded Coos County Registry of Deeds Book 884, Page 91.

**EXCLUDING** from Section One the following property:

- a. the bed of the Androscoggin River to the extent granted to the State of New Hampshire at Book 996, Page 319;
- b. any and all personal property, comprising the internal electric delivery system, transmission and distribution, facilities and equipment used or useful (i) for the delivery of electricity from the six FERC licensed hydroelectric stations conveyed by American Tissue-New Hampshire Electric, Inc. to GNE, LLC (later known as Great Lakes Hydro America, LLC) by deed dated on or about May 31, 2002, at Book 996, Page 457; and/or (ii) for delivery of electricity to the facilities and properties located on land conveyed deeds of Pulp of America LLC and Paper of America LLC to Fraser N.H. LLC dated on or about May 31, 2002, which internal electric delivery system facilities and equipment are considered personal property and were conveyed separately by Bills of Sale recorded at Book 996, Pages 447, 467, 478, and 492.
- c. the land conveyed by Fraser N.H. LLC to Quitclaim Deed Fraser N.H. LLC to Great Lakes Hydro America, LLC recorded September 28, 2006, at Book 1190, Page 2.
- d. the property conveyed by Deed of Fraser N. H. LLC to North American Dismantling Corp., recorded October 3, 2006 at Book 1190, Page 932.

For source of title see Deed of Paper of America LLC to Fraser N. H. LLC recorded May 31, 2002, at Book 996, Page 420.

*Section Two* Also conveying the rights and benefits accruing to the Cascade Mill under the Undivided Ownership, Operation and Maintenance Agreement between Fraser N.H. LLC and GNE, LLC (later known as Great Lakes Hydro America, LLC) dated May 31, 2002, at Book 996, Page 512.

*Section Three* Also conveying all those rights and benefit accruing to the Paper Mill under an Agreement for Solid Waste Disposal between Androscoggin Valley Regional Refuse Disposal District and Fraser N.H. LLC dated December 30, 2002, recorded at Book 1018, Page 154.

*Section Four* A certain tract or parcel of land located in the City of Berlin, Coös County, New Hampshire, together with the so-called Cascade Alpine Brook Fire Pond and the dam located thereon or thereunder, and together with any other improvements and appurtenances thereto, being bounded and described as follows:

Beginning at an iron pin located 3251.54 feet westerly along the Berlin-Gorham town line from a concrete monument marking the southeast corner of Berlin, New Hampshire; thence along land of Androscoggin Valley Regional Refuse Disposal District (AVRRDD) the following five courses:

1. North 01°20'26" East for 428.99 feet to an iron pin;
2. North 59°22'10" West crossing Cascade Alpine Brook for 293.29 feet to an iron pin;
3. South 50°43'33" West for 330.67 feet to an iron pin;
4. South 05°31'24" East for 360.55 feet to an iron pin on the Berlin-Gorham town line; thence
5. South 88°38'32" East along the Berlin-Gorham town line for 463.72 feet to the point of beginning.

Being Lot A as shown on Plan prepared by York Land Services, LLC titled "Minor Subdivision Prepared for Androscoggin Valley Regional Refuse Disposal District, Tax Map 414, Parcel 4, Berlin, New Hampshire" dated March 17, 2006, recorded in the Coös County Registry of Deeds as Plan #2636. Said Lot A shown to contain 5.45 acres, more or less.

Also conveying the dam structure, equipment, flashboards, gates, pipes, penstocks and fences and the rights and easements appurtenant thereto, as the same were acquired by Fraser N.H. LLC in the Quitclaim Deed of Androscoggin Valley Regional Refuse Disposal District to Fraser N.H. recorded May 9, 2006, at Book 1171, Page 94.

*Section Five* Also conveying the rights and benefits of Fraser N.H. LLC under the Easement Agreement to Confirm and Supplement. Fraser N. H. LLC and Great Lakes Hydro America, LLC, recorded September 28, 2006 at Book 1190, Page 23.

**Section Six** Also conveying the rights and benefits under the Easement and Cooperation Agreement (as to Cascade Project) between Fraser N.H. LLC and Great Lakes Hydro America, LLC recorded September 28, 2006 at Book 1190, Page 48.

**Section Seven** Also conveying the rights and benefits accruing to the Gorham Mill under an Amendment and Restatement of Easement and Shared Use Agreement, Water Distribution System and Filtration Plant. among North American Dismantling Corp., Fraser N.H. LLC, and PJPD Holdings, LLC recorded December 23, 2008, at Book 1265, Page 981. Also conveying, to the extent the premises have not previously been conveyed, all right, title and interest in and to the premises depicted as Lot 0054.0L2 on the City of Berlin's Tax Map No.129. Being a portion of the premises conveyed to Fraser N.H. LLC by deed of Pulp of America LLC recorded May 31, 2002 at Book 996, Page 374 of the Coos County Registry of Deeds [description to be later supplemented].

**Section Eight** Also conveying certain tracts or parcels of land, together with any buildings and improvements thereon, depicted on the City of Berlin's tax maps as follows:

- Map 113, Lot 0010.000, which is located on Wentworth Avenue - Lots 7 through 12, Block 19, Cascade Addition, lying in Lot 4, Range 11, City of Berlin. The foregoing parcels are more particularly shown on the Plans 1 and 2 of Cascade Addition, attached to deed dated September 15, 1989 from James River Corporation of Virginia to James River Paper Company, Inc. recorded September 21, 1989, at Book 754, Page 574, as Exhibits 21A and 21B. For source of title see Parcel No. 21 on page 15 of the Deed of Pulp of America, LLC to Fraser N.H. LLC recorded at Book 996, Page 374.
- Map 114, Lot 0073.000, which is located on Western Avenue; Lots 4, 5, 6, 11 and 12, Block 4 Cascade Addition, lying in Lot 4, Range 11, City of Berlin. The foregoing parcels are more particularly shown on the Plans 1 and 2 of Cascade Addition, attached to deed dated September 15, 1989 from James River Corporation of Virginia to James River Paper Company, Inc. recorded September 21, 1989, at Book 754, Page 574, as Exhibits 21A and 21B. For source of title see Parcel 21 on page 15 of the Deed of Pulp of America, LLC to Fraser N.H. LLC recorded at Book 996, Page 374.
- Map 134, Lot 0004.000, which is located on Hutchins Street - Lots numbered Eight (8) and Nine (9) in Block numbered seventy-five (75) of Berlin Mills Addition, appears by Plan numbered Four (4) and description of the same as made by E.S. Bryant and recorded in Coos County Registry of Deeds, Book 121, Page 402; being a portion of Parcel 7 on page 11 of the Deed of Pulp of America, LLC to Fraser N.H. LLC recorded at Book 996, Page 374.
- Map 134, Lot 0005.000, which is located on Hutchins Street - A certain piece or parcel of land, together with all buildings thereon, situate in said Berlin, and being a part of Lots numbered Two (2) and Three (3) in the Eight (8th) Range of lots in said Berlin, and more particularly described as follows:

Lot numbered Ten (10) in Block numbered Seventy Five (75) of Berlin Mills Addition, as appears by Plan numbered Four (4) and description of the same as made by E.S. Brungot and recorded in Coos County Registry of Deeds, Book 121, Page 402.

And another piece or parcel, together with all buildings thereon, situate in said Berlin, and being a part of Lots numbered Two (2) and Three (3) in the Eighth (8th) Range of lots in said Berlin, and more particularly described as follows:

Beginning at a point on the northerly side of Hutchins Street at the southeasterly corner of said Lot 10, thence

in an easterly direction along the northerly side of Hutchins Street eighty (80) feet, more or less, to the line of right-of-way of the Boston and Maine Railroad, thence

northwesterly along said right-of-way one hundred (100) feet, more or less, to the easterly line of said Lot 10, thence

southerly along easterly line of said Lot 10 eighty (80) feet, more or less to the point of beginning.

For source of title see Parcel 8 on page 11 of the Deed of Pulp of America, LLC to Fraser N.H. LLC recorded at Book 996, Page 374.

- Map 134, Lot 0007.000, which is located on Perry Street; he source of title, if any, being a portion of the premises conveyed to Fraser N.H. LLC by deed of Pulp of America LLC recorded May 31, 2002 at Book 996, Page 374. and
- Map 134, Lot 0011.000, which is located on Napert Street; the source of title, if any, being a portion of the premises conveyed to Fraser N.H. LLC by deed of Pulp of America LLC recorded May 31, 2002 at Book 996, Page 374.

**Section Nine** Also conveying all right, title and interest in and to the following discontinued streets:

Beech Street, which is depicted on Map 114 as Lot 0060.000 on the City of Berlin's tax maps; for source of title, if any, see Parcel No. 21 on page 15 of the Deed of Pulp of America, LLC to Fraser N.H. LLC recorded at Book 996, Page 374;

and Alder Street, which is depicted on the City of Berlin's Tax Map 114, as Lot 0062.000; for source of title, if any, see Parcel No. 21 on page 15 of the Deed of Pulp of America, LLC to Fraser N.H. LLC recorded at Book 996, Page 374.

**Section Ten** The benefits flowing to the Paper Mill under the Covenant Not to Sue In Re: Acquisition of Berlin/Gorham Mills; The Mt. Carberry Landfill; and Certain Hydroelectric Assets from the State of New Hampshire dated May 30, 2006, recorded at Book 996, Page 331 as is more particularly described and subject to the terms in the Assignment and Assumption

Agreement between the parties hereto.

*Section Eleven* A certain strip of land, situate in the City of Berlin, Coös County, New Hampshire, shown as Parcel B, as approximately 11.6 acres, on a Plan entitled "Minor Subdivision, Fraser NH LLC, Former Railroad, Tax map 118, Parcel 212, Berlin, New Hampshire", recorded as Plan # 02786, the northerly end of said strip of land being at land now or formerly of North American Dismantling Corp. and the southerly end of said strip of land being at land of Great Lakes Hydro America, LLC (the so-called Cross Power Project). Being a portion of the land conveyed by Deed of Berlin Mills Railway, Inc. to Fraser N.H. LLC dated May 31, 2002, recorded at Book 996, Page 432.



All of the above property is conveyed SUBJECT TO the following:

- 1. Streets: Title to and rights of the public and others entitled thereto in and to those portions of the premises lying within the bounds of adjacent streets, ways, and paper streets.
- 2. Hydros: Lands, dams, hydro-generating stations, steam generating stations, transmission facilities, easements, right of ways, et al, conveyed in the Deed of Brown Company to Brown-New Hampshire, Inc., (later known as James River-New Hampshire Electric, Inc., Crown Vantage-New Hampshire Electric, Inc. and American Tissue-New Hampshire Electric, Inc.), its successors and/or assigns, dated April 30, 1965, recorded at Book 490, Page 3.
- 3. Railroads:
  - a. Lands, buildings, railroad tracks, bridges, easements, etc., and right of ways conveyed by Brown Company to Berlin Mills Railway, Inc., as described in deed dated January 31, 1970, and recorded at Book 527, Page 65.
  - b. All rights of way, railroad tracks, and facilities owned and operated by the Grand Trunk Railroad, its successors and assigns (the current owner/operator is believed to be the St. Lawrence & Atlantic Railroad Company, which followed Canadian National Railways as owner/operator) located on the westerly side of said Androscoggin River and acquired by said railroad by previous deeds and/or operating easements.
  - c. All rights of way, railroad tracks, and facilities owned by the Berlin Mills Railway, Inc. (successor in interest to The Whitefield and Jefferson Railroad, the Concord & Montreal Railroad, the Boston and Maine Corporation and New Hampshire and Vermont Railroad Company) located on the easterly and westerly side of said Androscoggin River and acquired by said railroad by previous deeds and/or operating easements. See quitclaim deed of New Hampshire and Vermont Railroad Company to Berlin Mills Railway, Inc., dated October 25, 1996 and recorded at 867, Page 427.

4. Water lines: The right to renew, maintain, repair, etc. all underground and above-grade water lines and related facilities now owned and operated by the Berlin Water Works, the Town of Gorham Sewer and/or Water Departments, their successors and/or assigns, in accordance with previous easements and rights of way.
5. Sewer and Storm Drainage: The right to renew, maintain, repair, etc. all underground sanitary sewer and storm drains and related facilities now owned and operated by the City of Berlin, the Town of Gorham, or the departments within said City and/or Town, their successors and/or assigns, in accordance with previous easements and right of ways.
6. Electric easements: The right to renew, maintain, repair, etc. all underground and above-ground electric power transmission facilities now owned and operated by the Public Service Company of New Hampshire, its successors and/or assigns, as stipulated in previous easements and right of ways.
7. Telephone easements: The right to renew, maintain, repair, etc. all underground and above-grade telephone lines and operating facilities now owned and operated by the New England Telephone Company, its successors and/or assigns, as stipulated in previous easements and right of ways.
8. Riverbed and Water:
  - a. Title or rights of the Federal government or the State of New Hampshire to the area occupied by the normal water surface of the Androscoggin River, together with access right of way that may be required by interested Federal and State agencies, including but not limited to the Federal Energy Regulatory Commission, Corps of Engineers, State of New Hampshire Water Resources Board and State of New Hampshire Water Supply & Pollution Control Commission.
  - b. Title to that portion of the property within the normal bounds of Androscoggin River.
  - c. Any and all rights of the United States of America, State of New Hampshire and the public in and to the Androscoggin River arising pursuant to the Commerce Clause of the United States Constitution.
9. Terms and provisions of New Hampshire Water Resources Board Order #9410, dated August 22, 1974 recorded at Book 572, Page 693, pertaining to Cascade Aeration Lagoon Waste Water Treatment Facilities.
10. Permit No. 24.17 Registration of an Existing Dam from New Hampshire Dept. of Environmental Services Water Resources Board dated November 24, 1987, recorded at Book 719, Page 740, relative to the Cascade Paper Mill Fire Pond Dam in the Town of Berlin.
11. Rights of the State of New Hampshire, the Town of Gorham and/or the public in and to Route 16 and the Cascade Flats Road.

12. Highway layout for Route 16 by the State of New Hampshire dated May 4, 1961, recorded at Book 544, Page 22.
13. Highway layout for Route 16 by the State of New Hampshire dated October 23, 1959 recorded at Book 446, Page 337 and 338.
14. Land taken along with slope and embankment easements by the State of New Hampshire against the Brown Company, dated December 3, 1980, recorded at Book 635, Page 321. Affects property along Route 2 in Gorham.
15. Courses 13-19 missing in the property description of the Deed of Brown Company to BBC, Inc. dated December 2, 1980, recorded at Book 635, Page 269 (should be between Pages 289 and 290). Affects Parcel 6.
16. The Deed of James River Paper Co., Inc. to Crown Paper Co. at Book 847, Page 190 (Page 217) dated August 22, 1995, reserves the paper machine no. 6 and right to remove same. Affects Parcel 6.
17. Right, title and interest of the Town of Gorham in and to a fire station located on or near Cascade Flats Road on the west side of the Androscoggin River in Gorham, New Hampshire, and the terms of any lease re same.
18. Pole Line easements from Brown Company to Public Service Company of New Hampshire, both dated June 7, 1947, recorded at Book 354, Page 291.
19. Easement described in deed of Brown Company to Portland Pipeline Co. dated August 21, 1941, recorded in Book 318, Page 152.
20. Riparian rights and rights of others thereto entitled in and to the continuous and uninterrupted flow of brooks, streams and ponds.
21. Administrative Order of New Hampshire Dept. of Environmental Services dated October 19, 2000, recorded at Book 949, Page 381 to Pulp and Paper of America LLC. No. WD 00-29. Re Cascade Mill in Gorham.
22. Statement of Intent by N.H. Water Resources Board to Brown Company relative to the construction of a dam, said instrument recorded at Book 572, Page 693 on September 13, 1974. (It is likely this should have been in the name of Brown-New Hampshire, Inc. as the owner of the dams at Book 490, Page 3). Property in Gorham.
23. Terms of the Covenant Not to Sue in Re: Acquisition of Berlin/Gorham Mills; The Mt. Carberry Landfill; and Certain Hydroelectric Assets dated May 30, 2002, among The State of New Hampshire, The New Hampshire Department of Environmental Services, Fraser N.H. LLC, GNE LLC and Mt. Carberry Landfill, LLC, recorded at Book 996, Page 331. Pursuant to Section 5(a) of the Covenant Not to Sue, the Vendor shall also retain the protections provided to it thereunder.

- 24. The effects, if any, of current use assessment and any change of use tax arising thereunder, including but not limited to, the notices recorded as follows :
  - a. Berlin - Book 649, Pages 546 and 547 – filed in the name of James River Corporation
  - b. Berlin – Book 712, Page 3 – filed in the name of James River Corp.
  - c. Gorham – Book 780, Pages 538, 539, 540, 541, 542, and 543 – filed in the name of James River Timber Corporation.
  - d. Gorham – Book 780, Page 544 – filed in the name of James River Paper Co., Inc.
- 25. Agreement for Solid Waste Disposal between Androscoggin Valley Regional Refuse Disposal District and Fraser N.H. LLC dated December 30, 2002, recorded at Book 1018, Page 154.
- 26. Recorded Plan 2698 Cascade Lot Line Adjustment recorded June 15, 2006;
- 27. Recorded Plan 2787 Easements retained by Fraser at Cascade Dam Parcels, recorded September 28, 2006.
- 28. The right, title and interests conveyed by Quitclaim Deed Fraser N.H. LLC to Great Lakes Hydro America, LLC recorded September 28, 2006, at Book 1190, Page 2.
- 29. Terms of the Easement Agreement to Confirm and Supplement. Fraser N. H. LLC and Great Lakes Hydro America, LLC, recorded September 28, 2006 at Book 1190, Page 23.
- 30. Terms of the Easement and Cooperation Agreement (as to Cascade Project) between Fraser N.H. LLC and Great Lakes Hydro America, LLC recorded September 28, 2006 at Book 1190, Page 48.
- 31. Terms of the Quitclaim Deed of Fraser N.H. LLC to Androscoggin Valley Regional Refuse Disposal District recorded October 17, 2007, at Book 1230, Page 801, as affected by a Corrective Quitclaim Deed of Fraser N.H. LLC to Androscoggin Valley Regional Refuse Disposal District dated \_\_\_\_\_, 2010, recorded \_\_\_\_\_.
- 32. Terms of the Amendment & Restatement of Easement and Shared Use Agreement, Water Distribution System and Filtration Plant. Among North American Dismantling Corp; Fraser N.H. LLC; PJPD Holdings, LLC; recorded December 23, 2008 at Book 1265, Page 981.
- 33. Taxes due and owing the Town of Gorham and the City of Berlin including, but not limited to the taxes referenced in the Berlin tax liens against Fraser N.H. LLC for the levy of 2009 at Book 1300, Page 1, but see pages 26, 27, and 28 for listings, recorded March 26, 2010.

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34. Gas Line Easement of Fraser N.H. LLC to Androscoggin Valley Regional Refuse  
--- Disposal District dated \_\_\_\_\_, 2010 and recorded \_\_\_\_\_.

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SCHEDULE D

Lands

Note: As used herein "recorded" shall mean "recorded in the Coos County Registry of Deeds" and "Paper Mill", "Gorham Mill" and "Cascade Mill" are one and the same.

Section One

- Parts IV and V [reference from 996-420]
- Cascade Mill - Berlin and Gorham
- Cascade Absorbent Plant - Gorham
- Easements - Berlin and Gorham

CASCADE MILL (a/k/a Paper Mill): Certain real property with the improvements thereon situate in the City of Berlin and the Town of Gorham, County of Coos, State of New Hampshire, and comprised of parcels designated as numbers 5 and 6, which are separated by the Berlin-Gorham Town Line, and the Cascade Absorbent Plant, and are more particularly described herein, and as approximately shown on Brown Company drawing entitled "Property ownership and Rights Along the Androscoggin River - Lot 174 in Gorham to Range 11 in Berlin" - Drawing Number 5 of 13-R-13 by Jackson & Moreland, Engineers, dated April, 1948 and revised October, 1980 to show Parcel No. 5 and 6, said Plan having been recorded in Pocket 5, Folder 4, Plan 7, and said parcels described as follows:

Parcel No. 5 Land within Parcel No. 5 and located in the City of Berlin, County of Coos, and State of New Hampshire; and being a part of Lot 4, Range 11 of Lots and Ranges of said Berlin; and, in general, bounded, except as noted herein, on the east by the westerly right of way line of Boston & Maine Railroad; on the south by the Berlin-Gorham Town Line; on the west by Glen Avenue so-called, also known as State Highway Route 16; and on the north by land belonging to the City of Berlin and the centerline of the Berlin Mills Railroad; and more particularly described as follows:

Beginning at a point on the westerly right of way line of said Boston & Maine Railroad and on the centerline of said Berlin Mills Railroad and further located westerly from the railroad underpass and easterly from the railroad bridge;

Line No. 1 - thence running southerly along the westerly right of way line of said Boston & Maine Railroad a distance of 2,100 feet, more or less, to a point, said point being the intersection of said right of way line and the Berlin-Gorham Town Line;

Line No. 2 - thence running westerly along said Berlin-Gorham Town Line a distance of 1,080 feet, more or less, to a point, on the easterly right of way line of said Glen Avenue, so-called, also known as State Route No. 16;

Line No. 3 - thence running northerly along the easterly right of way line of said State Route No. 16 a distance of 1,980 feet, more or less, to a point, said point being the

southwesterly corner of land belonging to said City of Berlin;

Line No. 4 - thence running easterly along said southerly boundary of land belonging to said City of Berlin and across the southerly end of Watson Street, so-called, a distance of 180 feet, more or less, to a point on the easterly right of way line of said Watson Street at the southerly end;

Line No. 5 - thence at a slight deflection angle to the right and continuing in an easterly direction a distance of 120 feet, more or less, to a point on the centerline of the Berlin Mills Railroad track at the westerly bridge abutment;

Line No. 6 - thence running easterly along the centerline of said Berlin Mills Railroad track and across the railroad bridge a distance of 420 feet, more or less, to the point of beginning.

Parcel No. 6 Land within Parcel No. 6 and located in the Town of Gorham, County of Coos, and State of New Hampshire; and being a part of Lot Numbers 152, 153, 154 and 179 of Lots of said Gorham and, in general, bounded, except as noted herein, on the east by the westerly right of way line of Boston & Maine Railroad, the westerly right of way line of Cascade Flats Road, so-called, and the centerline of Tinker Brook so-called; on the south by the land belonging to Public Service Company of New Hampshire and the lot line between Lot Numbers 154 and 155; on the west by the easterly right of way line of the Grand Trunk Railroad, land reserved for the Absorbent Products Division, and the easterly right of way line of Glen Avenue, so-called, also known as State Route 16; and on the north by the Town Line between Berlin and Gorham; and as more particularly described as follows:

Beginning at a point on the westerly right of way line of said Boston & Maine Railroad and on the Town Line between said Berlin and Gorham:

Line No. 1 - thence running southerly along the westerly right of way line of said Boston & Maine Railroad a distance of 3,300 feet, more or less, to a point, said point being the northeasterly corner of land belonging to the Public Service Company of New Hampshire;

Line No. 2 - thence running westerly along the northerly boundary of land belonging to said Public Service Company and continuing beyond for a total distance of 400 feet, more or less, to a point on the centerline of the Androscoggin River, so-called;

Line No. 3 - thence running northerly along the centerline of said Androscoggin River a distance of 1,260 feet, more or less, to a point;

Line No. 4 - thence running westerly across the westerly part of said Androscoggin River and along the northerly boundary of land belonging to others a distance of 250 feet, more or less, to a point on the easterly side of River Street, so-called;

Line No. 5 - thence running northerly along the easterly boundary of land belonging to others a distance of 200 feet, more or less, to a point on the northeasterly corner of land belonging to the Town of Gorham;

Line No. 6 - thence running westerly along the northerly boundary of land belonging to said Town of Gorham and across the Cascade Flats Road, so-called a distance of 160 feet, more or less, to a point on the westerly right of way line of said Cascade Flats Road;

Line No. 7 - thence running southerly along the westerly right of way line of said Cascade Flats Road a distance of 115 feet, more or less, to a point at the northeasterly corner of land belonging to others;

Line No. 8 - thence running westerly along the northerly boundary of land belonging to others a distance of 99 feet, more or less, to a point at the northwesterly corner of said land belonging to others;

Line No. 9 - thence running southerly along the westerly boundary of land belonging to others a distance of 165 feet, more or less, to a point at the southwesterly corner of land belonging to Anthony Ferrante;

Line No. 10 - Thence running easterly along the southerly boundary of land belonging to said Ferrante a distance of 99 feet, more or less, to a point on the westerly right of way line of said Cascade Flats Road;

Line No. 11 - thence running southerly along the westerly right of way line of said Cascade Flats Road a distance of 1,400 feet, more or less, to a point at the northeasterly corner of land belonging to others;

Line No. 12 - thence running westerly along the northerly boundary of land belonging to others a distance of 190 feet, more or less, to a point on the centerline of Tinker Brook;

Line No. 13 - thence running southerly along the centerline of Tinker Brook a distance of 1,000 feet, more or less, to a point on the lot line between the said Lot Numbers 154 and 155;

Line No. 14 - thence running westerly along said lot line between Lot Numbers 154 and 155, across said State Route No. 16 a distance of 240 feet, more or less, to a point on the easterly right of way line of said Grand Trunk Railroad, and said point on the right of way line being located a distance of 44 feet easterly from the centerline of the railroad tracks.

Line No. 15 - thence running northerly along the easterly right of way line of said Grand Trunk Railroad and located 44 feet easterly from the centerline of the railroad tracks, a distance of 3,500 feet, more or less, to a point at the southwesterly corner of land belonging to others;

Line No. 16 - thence running easterly along the southerly boundary of land belonging to others a distance of 85 feet, more or less, across State Route No. 16 to a point on the easterly right of way line of said State Route No. 16;

Line No. 17 - thence running northeasterly a distance of 140 feet, more or less, to a point;

Line No. 18 - thence running easterly a distance of 30 feet, more or less, to a point on the southwesterly right of way line of said Cascade Flats Road;

Line No. 19 - thence running southeasterly along the southwesterly right of way line of said Cascade Flats Road a distance of 1,060 feet, more or less, to a point;

Line No. 20 - thence running easterly, parallel to and 75 feet southerly from the southerly wall of the existing Absorbent Products Building and running across said Cascade Flats Road and along the southerly boundary of land reserved for the Absorbent Products Division a distance of 240 feet, more or less, to a point on a chain link fence;

Line No. 21 - thence running southeasterly along said chain link fence a distance of 110 feet, more or less, to a point;

Line No. 22 - thence at a left deflection angle of  $37^{\circ} 30'$  and running easterly a distance of 35 feet, more or less, to a point located 24 feet from the northwest corner of the existing Brown Company Time Office and 24 feet from the northeast corner of said Time Office;

Line No. 23 - thence at a left deflection angle of  $90^{\circ}$  and running northerly parallel to and 15 feet easterly from the easterly wall of said Absorbent Products Building a distance of 840 feet, more or less, to a point;

Line No. 24 - thence at a left deflection angle of  $90^{\circ}$  and running parallel to and 200 feet northerly from the northerly wall of said Absorbent Products Building a distance of 300 feet, more or less, to a point on the easterly right of way line of said Cascade Flats Road;

Line No. 25 - thence running northerly along the easterly right of way line of said Cascade Flats Road and said State Route No. 16 a distance of 900 feet, more or less, to a point, said point being the intersection of said right of way line and the Berlin-Gorham Town Line;

Line No. 26 - thence running easterly along said Town Line and across said Androscoggin River a distance of 1,080 feet, more or less, to the point of beginning.

ALSO CONVEYING to the extent the same are in force and effect, the right and easements granted by both the Town of Gorham and Rose Pare to excavate, lay, maintain, and renew underground process lines across the said Cascade Flats Road and the land formerly belong to Rose Pare. See Deed of the Brown Company to BBC, Inc. dated December 2, 1980, recorded at Book 635, Page 269 (page 291).

CASCADE ABSORBENT PLANT, GORHAM, NEW HAMPSHIRE - All that certain parcel of land with the improvements thereon located in Gorham, New Hampshire as shown on plan entitled, "Brown Company Ownership and Rights Along the Androscoggin River - Lot 174 in Gorham to Range 11 in Berlin - Drawing Number 5 of 13-R-13 by Jackson & Moreland, Engineers, dated April, 1948 and revised October, 1980 and designated "Reserved for A.P.D." said Plan having been recorded in Pocket 5, Folder 4, Plan 7, and said parcel more particularly bounded and described as follows:

BEGINNING at a point along the easterly right of way line of Cascade Flats Road, so-called, also known as State Route #16, 900 feet, more or less, southerly along said right of way line from the Berlin-Gorham Town Line to the point of beginning; thence

from the point of beginning easterly for 300 feet, more or less, to a point; thence southerly 840 feet, more or less, to a point, thence

westerly 30 feet, more or less, to a point; thence

making a slight deflection in a northwesterly direction for a distance of 110 feet; more or less, thence

in a westerly direction for 240 feet, more or less, to the easterly right of way line of Cascade Flats Road; thence

along said right of way for a distance of 1,060 feet, more or less, to the point of beginning.

EASEMENTS IN CITY OF BERLIN AND TOWN OF GORHAM - The following rights and easements to the extent the same have not been merged with the title acquired by Fraser N.H. LLC under the Deed of Androscoggin Valley Regional Refuse Disposal District recorded at Book 1171, Page 94 (Section Seven below): The right and easement across land in the City of Berlin reserved unto Crown Paper Co., its successors and assigns in the deed of Crown Paper Co. to John Hancock Mutual Life Insurance Company, dated October 29, 1997 and recorded at Coos County Registry of Deeds, Book 884, Page 57:

The non-exclusive perpetual and assignable right and easement to enter the property conveyed to John Hancock Mutual Life Insurance Company for purposes of maintaining and operating the existing fire protection system for the paper mill in the Town of Gorham known as the Cascade Mill, and making improvements to the same, including but not limited to the following:

- (a) The right to operate, maintain, inspect, repair, replace or alter the existing dam with reservoir and flowage rights located on Cascade Brook, so-called in Lot 3, Range 11 in the City of Berlin and the right to enter said Lot for such purposes;
- (b) The right to operate, maintain, inspect, repair, replace or alter the existing fire protection water line crossing Lot 3, Range 11 in the City of Berlin and right to enter said Lot for such purposes; and
- (c) The right to operate, maintain, inspect, repair, replace or alter all components of said fire protection system, including a thirty (30) foot wide right of way leading from the southerly line of Champlain Street, so-called, and running along the westerly side of Lot 3, Range 10 to the northerly side of Lot 3, Range 11 and continuing across said Lot 3, Range 11 to the reservoir area, and the right to use said right of way and the right to enter said Lots for such purposes.

Also conveying the non-exclusive perpetual and assignable right and easement to operate, maintain, repair, replace or alter the fire protection system and lines for the Cascade Mill crossing land in Gorham, New Hampshire, and the right of access to Lots 178 and 179 in Gorham for such purpose, as reserved to Crown Paper Co., its successors and assigns reserved in quitclaim deed of Crown Paper Co. to Yankee Forest Limited Liability Company, dated October 29, 1997 and recorded Coos County Registry of Deeds Book 884, Page 91.

EXCLUDING from Section One the following property:

- a. the bed of the Androscoggin River to the extent granted to the State of New Hampshire at Book 996, Page 319;
- b. any and all personal property, comprising the internal electric delivery system, transmission and distribution, facilities and equipment used or useful (i) for the delivery of electricity from the six FERC licensed hydroelectric stations conveyed by American Tissue-New Hampshire Electric, Inc. to GNE, LLC (later known as Great Lakes Hydro America, LLC) by deed dated on or about May 31, 2002, at Book 996, Page 457; and/or (ii) for delivery of electricity to the facilities and properties located on land conveyed deeds of Pulp of America LLC and Paper of America LLC to Fraser N.H. LLC dated on or about May 31, 2002, which internal electric delivery system facilities and equipment are considered personal property and were conveyed separately by Bills of Sale recorded at Book 996, Pages 447, 467, 478, and 492.
- c. the land conveyed by Fraser N.H. LLC to Quitclaim Deed Fraser N.H. LLC to Great Lakes Hydro America, LLC recorded September 28, 2006, at Book 1190, Page 2.
- d. the property conveyed by Deed of Fraser N. H. LLC to North American Dismantling Corp., recorded October 3, 2006 at Book 1190, Page 932.

For source of title see Deed of Paper of America LLC to Fraser N. H. LLC recorded May 31, 2002, at Book 996, Page 420.

*Section Two* Also conveying the rights and benefits accruing to the Cascade Mill under the Undivided Ownership, Operation and Maintenance Agreement between Fraser N.H. LLC and GNE, LLC (later known as Great Lakes Hydro America, LLC) dated May 31, 2002, at Book 996, Page 512.

*Section Three* Also conveying all those rights and benefit accruing to the Paper Mill under an Agreement for Solid Waste Disposal between Androscoggin Valley Regional Refuse Disposal District and Fraser N.H. LLC dated December 30, 2002, recorded at Book 1018, Page 154.

*Section Four* A certain tract or parcel of land located in the City of Berlin, Coös County, New Hampshire, together with the so-called Cascade Alpine Brook Fire Pond and the dam located thereon or thereunder, and together with any other improvements and appurtenances thereto, being bounded and described as follows:

Beginning at an iron pin located 3251.54 feet westerly along the Berlin-Gorham town line from a concrete monument marking the southeast corner of Berlin, New Hampshire; thence along land of Androscoggin Valley Regional Refuse Disposal District (AVRRDD) the following five courses:

1. North 01°20'26" East for 428.99 feet to an iron pin;
2. North 59°22'10" West crossing Cascade Alpine Brook for 293.29 feet to an iron pin;
3. South 50°43'33" West for 330.67 feet to an iron pin;
4. South 05°31'24" East for 360.55 feet to an iron pin on the Berlin-Gorham town line; thence
5. South 88°38'32" East along the Berlin-Gorham town line for 463.72 feet to the point of beginning.

Being Lot A as shown on Plan prepared by York Land Services, LLC titled "Minor Subdivision Prepared for Androscoggin Valley Regional Refuse Disposal District, Tax Map 414, Parcel 4, Berlin, New Hampshire" dated March 17, 2006, recorded in the Coös County Registry of Deeds as Plan #2636. Said Lot A shown to contain 5.45 acres, more or less.

Also conveying the dam structure, equipment, flashboards, gates, pipes, penstocks and fences and the rights and easements appurtenant thereto, as the same were acquired by Fraser N.H. LLC in the Quitclaim Deed of Androscoggin Valley Regional Refuse Disposal District to Fraser N.H. recorded May 9, 2006, at Book 1171, Page 94.

*Section Five* Also conveying the rights and benefits of Fraser N.H. LLC under the Easement Agreement to Confirm and Supplement. Fraser N. H. LLC and Great Lakes Hydro America, LLC, recorded September 28, 2006 at Book 1190, Page 23.

**Section Six** Also conveying the rights and benefits under the Easement and Cooperation Agreement (as to Cascade Project) between Fraser N.H. LLC and Great Lakes Hydro America, LLC recorded September 28, 2006 at Book 1190, Page 48.

**Section Seven** Also conveying the rights and benefits accruing to the Gorham Mill under an Amendment and Restatement of Easement and Shared Use Agreement, Water Distribution System and Filtration Plant, among North American Dismantling Corp., Fraser N.H. LLC, and PJPD Holdings, LLC recorded December 23, 2008, at Book 1265, Page 981. Also conveying, to the extent the premises have not previously been conveyed, all right, title and interest in and to the premises depicted as Lot 0054.0L2 on the City of Berlin's Tax Map No.129. Being a portion of the premises conveyed to Fraser N.H. LLC by deed of Pulp of America LLC recorded May 31, 2002 at Book 996, Page 374 of the Coös County Registry of Deeds [description to be later supplemented].

**Section Eight** Also conveying certain tracts or parcels of land, together with any buildings and improvements thereon, depicted on the City of Berlin's tax maps as follows:

- Map 113, Lot 0010.000, which is located on Wentworth Avenue - Lots 7 through 12, Block 19, Cascade Addition, lying in Lot 4, Range 11, City of Berlin. The foregoing parcels are more particularly shown on the Plans 1 and 2 of Cascade Addition, attached to deed dated September 15, 1989 from James River Corporation of Virginia to James River Paper Company, Inc. recorded September 21, 1989, at Book 754, Page 574, as Exhibits 21A and 21B. For source of title see Parcel No. 21 on page 15 of the Deed of Pulp of America, LLC to Fraser N.H. LLC recorded at Book 996, Page 374.
- Map 114, Lot 0073.000, which is located on Western Avenue; Lots 4, 5, 6, 11 and 12, Block 4 Cascade Addition, lying in Lot 4, Range 11, City of Berlin. The foregoing parcels are more particularly shown on the Plans 1 and 2 of Cascade Addition, attached to deed dated September 15, 1989 from James River Corporation of Virginia to James River Paper Company, Inc. recorded September 21, 1989, at Book 754, Page 574, as Exhibits 21A and 21B. For source of title see Parcel 21 on page 15 of the Deed of Pulp of America, LLC to Fraser N.H. LLC recorded at Book 996, Page 374.
- Map 134, Lot 0004.000, which is located on Hutchins Street - Lots numbered Eight (8) and Nine (9) in Block numbered seventy-five (75) of Berlin Mills Addition, appears by Plan numbered Four (4) and description of the same as made by E.S. Bryant and recorded in Coos County Registry of Deeds, Book 121, Page 402; being a portion of Parcel 7 on page 11 of the Deed of Pulp of America, LLC to Fraser N.H. LLC recorded at Book 996, Page 374.
- Map 134, Lot 0005.000, which is located on Hutchins Street - A certain piece or parcel of land, together with all buildings thereon, situate in said Berlin, and being a part of Lots numbered Two (2) and Three (3) in the Eight (8th) Range of lots in said Berlin, and more particularly described as follows:

Lot numbered Ten (10) in Block numbered Seventy Five (75) of Berlin Mills Addition, as appears by Plan numbered Four (4) and description of the same as made by E.S. Brungot and recorded in Coos County Registry of Deeds, Book 121, Page 402.

And another piece or parcel, together with all buildings thereon, situate in said Berlin, and being a part of Lots numbered Two (2) and Three (3) in the Eighth (8th) Range of lots in said Berlin, and more particularly described as follows:

Beginning at a point on the northerly side of Hutchins Street at the southeasterly corner of said Lot 10, thence

in an easterly direction along the northerly side of Hutchins Street eighty (80) feet, more or less, to the line of right-of-way of the Boston and Maine Railroad, thence

northwesterly along said right-of-way one hundred (100) feet, more or less, to the easterly line of said Lot 10, thence

southerly along easterly line of said Lot 10 eighty (80) feet, more or less to the point of beginning.

For source of title see Parcel 8 on page 11 of the Deed of Pulp of America, LLC to Fraser N.H. LLC recorded at Book 996, Page 374.

- Map 134, Lot 0007.000, which is located on Perry Street; the source of title, if any, being a portion of the premises conveyed to Fraser N.H. LLC by deed of Pulp of America LLC recorded May 31, 2002 at Book 996, Page 374. and
- Map 134, Lot 0011.000, which is located on Napert Street; the source of title, if any, being a portion of the premises conveyed to Fraser N.H. LLC by deed of Pulp of America LLC recorded May 31, 2002 at Book 996, Page 374.

**Section Nine** Also conveying all right, title and interest in and to the following discontinued streets:

Beech Street, which is depicted on Map 114 as Lot 0060.000 on the City of Berlin's tax maps; for source of title, if any, see Parcel No. 21 on page 15 of the Deed of Pulp of America, LLC to Fraser N.H. LLC recorded at Book 996, Page 374;

and Alder Street, which is depicted on the City of Berlin's Tax Map 114, as Lot 0062.000; for source of title, if any, see Parcel No. 21 on page 15 of the Deed of Pulp of America, LLC to Fraser N.H. LLC recorded at Book 996, Page 374.

**Section Ten** The benefits flowing to the Paper Mill under the Covenant Not to Sue In Re: Acquisition of Berlin/Gorham Mills; The Mt. Carberry Landfill; and Certain Hydroelectric Assets from the State of New Hampshire dated May 30, 2006, recorded at Book 996, Page 331 as is more particularly described and subject to the terms in the Assignment and Assumption

Agreement between the parties hereto.

*Section Eleven* A certain strip of land, situate in the City of Berlin, Coös County, New Hampshire, shown as Parcel B, as approximately 11.6 acres, on a Plan entitled "Minor Subdivision, Fraser NH LLC, Former Railroad, Tax map 118, Parcel 212, Berlin, New Hampshire", recorded as Plan # 02786, the northerly end of said strip of land being at land now or formerly of North American Dismantling Corp. and the southerly end of said strip of land being at land of Great Lakes Hydro America, LLC (the so-called Cross Power Project). Being a portion of the land conveyed by Deed of Berlin Mills Railway, Inc. to Fraser N.H. LLC dated May 31, 2002, recorded at Book 996, Page 432.



All of the above property is conveyed SUBJECT TO the following:

1. Streets: Title to and rights of the public and others entitled thereto in and to those portions of the premises lying within the bounds of adjacent streets, ways, and paper streets.
2. Hydros: Lands, dams, hydro-generating stations, steam generating stations, transmission facilities, easements, right of ways, et al, conveyed in the Deed of Brown Company to Brown-New Hampshire, Inc., (later known as James River-New Hampshire Electric, Inc., Crown Vantage-New Hampshire Electric, Inc. and American Tissue-New Hampshire Electric, Inc.), its successors and/or assigns, dated April 30, 1965, recorded at Book 490, Page 3.
3. Railroads:
  - a. Lands, buildings, railroad tracks, bridges, easements, etc., and right of ways conveyed by Brown Company to Berlin Mills Railway, Inc., as described in deed dated January 31, 1970, and recorded at Book 527, Page 65.
  - b. All rights of way, railroad tracks, and facilities owned and operated by the Grand Trunk Railroad, its successors and assigns (the current owner/operator is believed to be the St. Lawrence & Atlantic Railroad Company, which followed Canadian National Railways as owner/operator) located on the westerly side of said Androscoggin River and acquired by said railroad by previous deeds and/or operating easements.
  - c. All rights of way, railroad tracks, and facilities owned by the Berlin Mills Railway, Inc. (successor in interest to The Whitefield and Jefferson Railroad, the Concord & Montreal Railroad, the Boston and Maine Corporation and New Hampshire and Vermont Railroad Company) located on the easterly and westerly side of said Androscoggin River and acquired by said railroad by previous deeds and/or operating easements. See quitclaim deed of New Hampshire and Vermont Railroad Company to Berlin Mills Railway, Inc., dated October 25, 1996 and recorded at 867, Page 427.

4. **Water lines:** The right to renew, maintain, repair, etc. all underground and above-grade water lines and related facilities now owned and operated by the Berlin Water Works, the Town of Gorham Sewer and/or Water Departments, their successors and/or assigns, in accordance with previous easements and rights of way.
5. **Sewer and Storm Drainage:** The right to renew, maintain, repair, etc. all underground sanitary sewer and storm drains and related facilities now owned and operated by the City of Berlin, the Town of Gorham, or the departments within said City and/or Town, their successors and/or assigns, in accordance with previous easements and right of ways.
6. **Electric easements:** The right to renew, maintain, repair, etc. all underground and above-ground electric power transmission facilities now owned and operated by the Public Service Company of New Hampshire, its successors and/or assigns, as stipulated in previous easements and right of ways.
7. **Telephone easements:** The right to renew, maintain, repair, etc. all underground and above-grade telephone lines and operating facilities now owned and operated by the New England Telephone Company, its successors and/or assigns, as stipulated in previous easements and right of ways.
8. **Riverbed and Water:**
  - a. Title or rights of the Federal government or the State of New Hampshire to the area occupied by the normal water surface of the Androscoggin River, together with access right of way that may be required by interested Federal and State agencies, including but not limited to the Federal Energy Regulatory Commission, Corps of Engineers, State of New Hampshire Water Resources Board and State of New Hampshire Water Supply & Pollution Control Commission.
  - b. Title to that portion of the property within the normal bounds of Androscoggin River.
  - c. Any and all rights of the United States of America, State of New Hampshire and the public in and to the Androscoggin River arising pursuant to the Commerce Clause of the United States Constitution.
9. Terms and provisions of New Hampshire Water Resources Board Order #9410, dated August 22, 1974 recorded at Book 572, Page 693, pertaining to Cascade Aeration Lagoon Waste Water Treatment Facilities.
10. Permit No. 24.17 Registration of an Existing Dam from New Hampshire Dept. of Environmental Services Water Resources Board dated November 24, 1987, recorded at Book 719, Page 740, relative to the Cascade Paper Mill Fire Pond Dam in the Town of Berlin.
11. Rights of the State of New Hampshire, the Town of Gorham and/or the public in and to Route 16 and the Cascade Flats Road.

12. Highway layout for Route 16 by the State of New Hampshire dated May 4, 1961, recorded at Book 544, Page 22.
13. Highway layout for Route 16 by the State of New Hampshire dated October 23, 1959 recorded at Book 446, Page 337 and 338.
14. Land taken along with slope and embankment easements by the State of New Hampshire against the Brown Company, dated December 3, 1980, recorded at Book 635, Page 321. Affects property along Route 2 in Gorham.
15. Courses 13-19 missing in the property description of the Deed of Brown Company to BBC, Inc. dated December 2, 1980, recorded at Book 635, Page 269 (should be between Pages 289 and 290). Affects Parcel 6.
16. The Deed of James River Paper Co., Inc. to Crown Paper Co. at Book 847, Page 190 (Page 217) dated August 22, 1995, reserves the paper machine no. 6 and right to remove same. Affects Parcel 6.
17. Right, title and interest of the Town of Gorham in and to a fire station located on or near Cascade Flats Road on the west side of the Androscoggin River in Gorham, New Hampshire, and the terms of any lease re same.
18. Pole Line easements from Brown Company to Public Service Company of New Hampshire, both dated June 7, 1947, recorded at Book 354, Page 291.
19. Easement described in deed of Brown Company to Portland Pipeline Co. dated August 21, 1941, recorded in Book 318, Page 152.
20. Riparian rights and rights of others thereto entitled in and to the continuous and uninterrupted flow of brooks, streams and ponds.
21. Administrative Order of New Hampshire Dept. of Environmental Services dated October 19, 2000, recorded at Book 949, Page 381 to Pulp and Paper of America LLC. No. WD 00-29. Re Cascade Mill in Gorham.
22. Statement of Intent by N.H. Water Resources Board to Brown Company relative to the construction of a dam, said instrument recorded at Book 572, Page 693 on September 13, 1974. (It is likely this should have been in the name of Brown-New Hampshire, Inc. as the owner of the dams at Book 490, Page 3). Property in Gorham.
23. Terms of the Covenant Not to Sue in Re: Acquisition of Berlin/Gorham Mills; The Mt. Carberry Landfill; and Certain Hydroelectric Assets dated May 30, 2002, among The State of New Hampshire, The New Hampshire Department of Environmental Services, Fraser N.H. LLC, GNE LLC and Mt. Carberry Landfill, LLC, recorded at Book 996, Page 331. Pursuant to Section 5(a) of the Covenant Not to Sue, the Vendor shall also retain the protections provided to it thereunder.

24. The effects, if any, of current use assessment and any change of use tax arising thereunder, including but not limited to, the notices recorded as follows :
  - a. Berlin - Book 649, Pages 546 and 547 – filed in the name of James River Corporation
  - b. Berlin – Book 712, Page 3 – filed in the name of James River Corp.
  - c. Gorham – Book 780, Pages 538, 539, 540, 541, 542, and 543 – filed in the name of James River Timber Corporation.
  - d. Gorham – Book 780, Page 544 – filed in the name of James River Paper Co., Inc.
25. Agreement for Solid Waste Disposal between Androscoggin Valley Regional Refuse Disposal District and Fraser N.H. LLC dated December 30, 2002, recorded at Book 1018, Page 154.
26. Recorded Plan 2698 Cascade Lot Line Adjustment recorded June 15, 2006;
27. Recorded Plan 2787 Easements retained by Fraser at Cascade Dam Parcels, recorded September 28, 2006.
28. The right, title and interests conveyed by Quitclaim Deed Fraser N.H. LLC to Great Lakes Hydro America, LLC recorded September 28, 2006, at Book 1190, Page 2.
29. Terms of the Easement Agreement to Confirm and Supplement. Fraser N. H. LLC and Great Lakes Hydro America, LLC, recorded September 28, 2006 at Book 1190, Page 23.
30. Terms of the Easement and Cooperation Agreement (as to Cascade Project) between Fraser N.H. LLC and Great Lakes Hydro America, LLC recorded September 28, 2006 at Book 1190, Page 48.
31. Terms of the Quitclaim Deed of Fraser N.H. LLC to Androscoggin Valley Regional Refuse Disposal District recorded October 17, 2007, at Book 1230, Page 801, as affected by a Corrective Quitclaim Deed of Fraser N.H. LLC to Androscoggin Valley Regional Refuse Disposal District dated \_\_\_\_\_, 2010, recorded \_\_\_\_\_.
32. Terms of the Amendment & Restatement of Easement and Shared Use Agreement, Water Distribution System and Filtration Plant. Among North American Dismantling Corp; Fraser N.H. LLC; PJPD Holdings, LLC; recorded December 23, 2008 at Book 1265, Page 981.
33. Taxes due and owing the Town of Gorham and the City of Berlin including, but not limited to the taxes referenced in the Berlin tax liens against Fraser N.H. LLC for the levy of 2009 at Book 1300, Page 1, but see pages 26, 27, and 28 for listings, recorded March 26, 2010.

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34. Gas Line Easement of Fraser N.H. LLC to Androscoggin Valley Regional Refuse Disposal District dated \_\_\_\_\_, 2010 and recorded \_\_\_\_\_.

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**SCHEDULE "E"**

**CLAIMS TO BE DISCHARGED**

**I. REGISTRATIONS UNDER THE UNIFORM COMMERCIAL CODE (NEW HAMPSHIRE)**

| Debtor(s)       | Secured Party(ies)               | File No./Date of Filing | Expiry Date | Collateral Description  | Comments |
|-----------------|----------------------------------|-------------------------|-------------|---|----------|
| Fraser N.H. LLC | Munce's Superior Inc.            | 20060006393M<br>3/21/06 | 3/21/2011   | BS&B Water Bath Vaporizer, Model 10COIH, Model 32-6SC-45178-01<br><br>18,000 Gallon Atlas Tank, Serial No. 1295 |          |
| Fraser N.H. LLC | Brookfield Asset Management Inc. | 20080007263K<br>4/4/08  | 4/4/2013    | All personal property of every kind.  |          |

**II. REGISTRATIONS UNDER THE UNIFORM COMMERCIAL CODE (CONNECTICUT)**

| Debtor(s)          | Secured Party(ies)                | File No./Date of Filing  | Expiry Date | Collateral Description   | Comments |
|--------------------|-----------------------------------|--------------------------|-------------|--|----------|
| Fraser Papers Inc. | CIT Business Credit Canada . Inc. | 0002281522<br>7/30/2004  | 7/30/2009   |  |          |
| Fraser Papers Inc. | Buckman Laboratories              | 0002403466<br>7/7/2006   | 7/7/2001    | Classic Engineering Polymer Makedown Unit Part #EP30, Part #EP15<br><br>Classic Engineering Dual Gear Polymer Feed System<br><br>Classic Engineering Dual Progressive cavity Feed Skit, Part #1-12BN |          |
| Fraser Paper Inc.  | IOS Capital                       | 00023500588<br>9/12/2005 | 9/12/2010   | All equipment leased pursuant to a certain Master Lease Agreement with the lessee/debtor   |          |

**III. REGISTRATIONS UNDER THE UNIFORM COMMERCIAL CODE (MAINE)**

| <b>Debtor(s)</b>      | <b>Secured Party(ies)</b>   | <b>File No./Date of Filing</b> | <b>Expiry Date</b> | <b>Collateral Description</b>  | <b>Comments</b> |
|-----------------------|---|--------------------------------|--------------------|--|-----------------|
| Fraser Papers Limited | Buckman Laboratories Inc.   | 2070001850188<br>3/29/2007     | 3/29/2012          | Defoamer feed skid, bromination feed skid, ALLDos pump, Norchern L30 unit, Standard BFL5454 feed and make-down unit, MP810 activation module, seepex feed pumps and 2 storage tanks, V-10 Simplex pump module, V-10 Duplex pump module, hydracell pump mounted on skid with drive, electrical timers, bubin basin, staking stands B960-NDEF-P, LMI-B121-95SS, LMI-B131-25T, LMI-A151-95S |                 |
| Fraser Papers, Inc.   | Buckman Laboratories Inc.   | 2070001851390<br>4/4/2007      | 4/4/2012           | Defoamer feed skid, bromination feed skid, ALLDos pump, Norchern L30 unit, Standard BFL5454 feed and make-down unit, MP810 activation module, seepex feed pumps and 2 storage tanks, V-10 Simplex pump module, V-10 Duplex pump module, hydracell pump mounted on skid with drive, electrical timers, bubin basin, staking stands B960-NDEF-P, LMI-B121-95SS, LMI-B131-25T, LMI-A151-95S |                 |
| Fraser Papers Limited | CIBA Specialty Chemicals Corporation, now known as CIBA Corporation | 2080001900380<br>1/22/2013     | 1/22/2013          | Inventory and products listed or referenced in or hereafter added to the Consignment Agreement dated July 1, 2007 between the parties.   |                 |
| Fraser Papers Limited | Brookfield Asset Management   | 2080001911408                  | 4/4/2013           | All property.  |                 |

|                       |                                 |                             |            |  |  |
|-----------------------|---------------------------------|-----------------------------|------------|--|--|
|                       | Inc.                            | 4/4/2008                    |            |  |  |
| Fraser Papers Limited | NMHG Financial Services Inc.    | 2080001950991<br>12/23/2008 | 12/23/2013 | All equipment now or hereafter leased to the debtor by the secured party.  |  |
| Fraser Papers Limited | Motion Industries Inc.          | 2090001970898<br>5/13/2009  | 5/13/2014  | Maintenance, repair, operational assets, materials, parts, equipment, supplies and other tangible personal property held for resale, use or consumption in debtor's business and supplied by secured party under consignment or other agreement. |  |
| Fraser Papers Limited | CIT Business Credit Canada Inc. | 2090001992321<br>10/13/2009 | 10/13/2014 | All the debtor's assets and all proceeds thereof.  |  |

IV. REGISTRATIONS UNDER THE UNIFORM COMMERCIAL CODE (DELAWARE)

| Debtor(s)       | Secured Party(ies)                         | File No./Date of Filing | Expiry Date | Collateral Description  | Comments |
|-----------------|--|-------------------------|-------------|---|----------|
| Fraser N.H. LLC | Caterpillar Financial Services Corporation | 5072381<br>3/7/2005     | 3/7/2015    | One (1) Caterpillar 246 Skid Steer Loader S/N: 5SZ06927; one (1) Caterpillar 246 Skid Steer Loader S/N: 5SZ06928; one (1) Caterpillar 246 Skid Steer Loader S/N: %SZ06933 |          |
| Fraser N.H. LLC | Brookfield Asset Management Inc.           | 81476181<br>4/29/2008   | 4/9/2013    | All property of every kind and nature   |          |
| Fraser N.H. LLC | CIT Business Credit Canada Inc.            | 93255715<br>10/9/09     | 10/9/2014   | All debtor's assets and all proceeds thereof  |          |

SCHEDULE F

Lands

Note: As used herein "recorded" shall mean "recorded in the Coos County Registry of Deeds" and "Paper Mill", "Gorham Mill" and "Cascade Mill" are one and the same.

Section One

- Parts IV and V [reference from 996-420]
- Cascade Mill - Berlin and Gorham
- Cascade Absorbent Plant - Gorham
- Easements - Berlin and Gorham

CASCADE MILL (a/k/a Paper Mill): Certain real property with the improvements thereon situate in the City of Berlin and the Town of Gorham, County of Coos, State of New Hampshire, and comprised of parcels designated as numbers 5 and 6, which are separated by the Berlin-Gorham Town Line, and the Cascade Absorbent Plant, and are more particularly described herein, and as approximately shown on Brown Company drawing entitled "Property ownership and Rights Along the Androscoggin River - Lot 174 in Gorham to Range 11 in Berlin" - Drawing Number 5 of 13-R-13 by Jackson & Moreland, Engineers, dated April, 1948 and revised October, 1980 to show Parcel No. 5 and 6, said Plan having been recorded in Pocket 5, Folder 4, Plan 7, and said parcels described as follows:

Parcel No. 5 Land within Parcel No. 5 and located in the City of Berlin, County of Coos, and State of New Hampshire; and being a part of Lot 4, Range 11 of Lots and Ranges of said Berlin; and, in general, bounded, except as noted herein, on the east by the westerly right of way line of Boston & Maine Railroad; on the south by the Berlin-Gorham Town Line; on the west by Glen Avenue so-called, also known as State Highway Route 16; and on the north by land belonging to the City of Berlin and the centerline of the Berlin Mills Railroad; and more particularly described as follows:

Beginning at a point on the westerly right of way line of said Boston & Maine Railroad and on the centerline of said Berlin Mills Railroad and further located westerly from the railroad underpass and easterly from the railroad bridge;

Line No. 1 - thence running southerly along the westerly right of way line of said Boston & Maine Railroad a distance of 2,100 feet, more or less, to a point, said point being the intersection of said right of way line and the Berlin-Gorham Town Line;

Line No. 2 - thence running westerly along said Berlin-Gorham Town Line a distance of 1,080 feet, more or less, to a point, on the easterly right of way line of said Glen Avenue, so-called, also known as State Route No. 16;

Line No. 3 - thence running northerly along the easterly right of way line of said State Route No. 16 a distance of 1,980 feet, more or less, to a point, said point being the

southwesterly corner of land belonging to said City of Berlin;

Line No. 4 - thence running easterly along said southerly boundary of land belonging to said City of Berlin and across the southerly end of Watson Street, so-called, a distance of 180 feet, more or less, to a point on the easterly right of way line of said Watson Street at the southerly end;

Line No. 5 - thence at a slight deflection angle to the right and continuing in an easterly direction a distance of 120 feet, more or less, to a point on the centerline of the Berlin Mills Railroad track at the westerly bridge abutment;

Line No. 6 - thence running easterly along the centerline of said Berlin Mills Railroad track and across the railroad bridge a distance of 420 feet, more or less, to the point of beginning.

Parcel No. 6 Land within Parcel No. 6 and located in the Town of Gorham, County of Coos, and State of New Hampshire; and being a part of Lot Numbers 152, 153, 154 and 179 of Lots of said Gorham and, in general, bounded, except as noted herein, on the east by the westerly right of way line of Boston & Maine Railroad, the westerly right of way line of Cascade Flats Road, so-called, and the centerline of Tinker Brook so-called; on the south by the land belonging to Public Service Company of New Hampshire and the lot line between Lot Numbers 154 and 155; on the west by the easterly right of way line of the Grand Trunk Railroad, land reserved for the Absorbent Products Division, and the easterly right of way line of Glen Avenue, so-called, also known as State Route 16; and on the north by the Town Line between Berlin and Gorham; and as more particularly described as follows:

Beginning at a point on the westerly right of way line of said Boston & Maine Railroad and on the Town Line between said Berlin and Gorham:

Line No. 1 - thence running southerly along the westerly right of way line of said Boston & Maine Railroad a distance of 3,300 feet, more or less, to a point, said point being the northeasterly corner of land belonging to the Public Service Company of New Hampshire;

Line No. 2 - thence running westerly along the northerly boundary of land belonging to said Public Service Company and continuing beyond for a total distance of 400 feet, more or less, to a point on the centerline of the Androscoggin River, so-called;

Line No. 3 - thence running northerly along the centerline of said Androscoggin River a distance of 1,260 feet, more or less, to a point;

Line No. 4 - thence running westerly across the westerly part of said Androscoggin River and along the northerly boundary of land belonging to others a distance of 250 feet, more or less, to a point on the easterly side of River Street, so-called;

Line No. 5 - thence running northerly along the easterly boundary of land belonging to others a distance of 200 feet, more or less, to a point on the northeasterly corner of land belonging to the Town of Gorham;

Line No. 6 - thence running westerly along the northerly boundary of land belonging to said Town of Gorham and across the Cascade Flats Road, so-called a distance of 160 feet, more or less, to a point on the westerly right of way line of said Cascade Flats Road;

Line No. 7 - thence running southerly along the westerly right of way line of said Cascade Flats Road a distance of 115 feet, more or less, to a point at the northeasterly corner of land belonging to others;

Line No. 8 - thence running westerly along the northerly boundary of land belonging to others a distance of 99 feet, more or less, to a point at the northwesterly corner of said land belonging to others;

Line No. 9 - thence running southerly along the westerly boundary of land belonging to others a distance of 165 feet, more or less, to a point at the southwesterly corner of land belonging to Anthony Ferrante;

Line No. 10 - Thence running easterly along the southerly boundary of land belonging to said Ferrante a distance of 99 feet, more or less, to a point on the westerly right of way line of said Cascade Flats Road;

Line No. 11 - thence running southerly along the westerly right of way line of said Cascade Flats Road a distance of 1,400 feet, more or less, to a point at the northeasterly corner of land belonging to others;

Line No. 12 - thence running westerly along the northerly boundary of land belonging to others a distance of 190 feet, more or less, to a point on the centerline of Tinker Brook;

Line No. 13 - thence running southerly along the centerline of Tinker Brook a distance of 1,000 feet, more or less, to a point on the lot line between the said Lot Numbers 154 and 155;

Line No. 14 - thence running westerly along said lot line between Lot Numbers 154 and 155, across said State Route No. 16 a distance of 240 feet, more or less, to a point on the easterly right of way line of said Grand Trunk Railroad, and said point on the right of way line being located a distance of 44 feet easterly from the centerline of the railroad tracks.

Line No. 15 - thence running northerly along the easterly right of way line of said Grand Trunk Railroad and located 44 feet easterly from the centerline of the railroad tracks, a distance of 3,500 feet, more or less, to a point at the southwesterly corner of land belonging to others;

Line No. 16 - thence running easterly along the southerly boundary of land belonging to others a distance of 85 feet, more or less, across State Route No. 16 to a point on the easterly right of way line of said State Route No. 16;

Line No. 17 - thence running northeasterly a distance of 140 feet, more or less, to a point;

Line No. 18 - thence running easterly a distance of 30 feet, more or less, to a point on the southwesterly right of way line of said Cascade Flats Road;

Line No. 19 - thence running southeasterly along the southwesterly right of way line of said Cascade Flats Road a distance of 1,060 feet, more or less, to a point;

Line No. 20 - thence running easterly, parallel to and 75 feet southerly from the southerly wall of the existing Absorbent Products Building and running across said Cascade Flats Road and along the southerly boundary of land reserved for the Absorbent Products Division a distance of 240 feet, more or less, to a point on a chain link fence;

Line No. 21 - thence running southeasterly along said chain link fence a distance of 110 feet, more or less, to a point;

Line No. 22 - thence at a left deflection angle of 37° 30' and running easterly a distance of 35 feet, more or less, to a point located 24 feet from the northwest corner of the existing Brown Company Time Office and 24 feet from the northeast corner of said Time Office;

Line No. 23 - thence at a left deflection angel of 90° and running northerly parallel to and 15 feet easterly from the easterly wall of said Absorbent Products Building a distance of 840 feet, more or less, to a point;

Line No. 24 - thence at a left deflection angle of 90° and running parallel to and 200 feet northerly from the northerly wall of said Absorbent Products Building a distance of 300 feet, more or less, to a point on the easterly right of way line of said Cascade Flats Road;

Line No. 25 - thence running northerly along the easterly right of way line of said Cascade Flats Road and said State Route No. 16 a distance of 900 feet, more or less, to a point, said point being the intersection of said right of way line and the Berlin-Gorham Town Line;

Line No. 26 - thence running easterly along said Town Line and across said Androscoggin River a distance of 1,080 feet, more or less, to the point of beginning.

ALSO CONVEYING to the extent the same are in force and effect, the right and easements granted by both the Town of Gorham and Rose Pare to excavate, lay, maintain, and renew underground process lines across the said Cascade Flats Road and the land formerly belong to Rose Pare. See Deed of the Brown Company to BBC, Inc. dated December 2, 1980, recorded at Book 635, Page 269 (page 291).

CASCADE ABSORBENT PLANT, GORHAM, NEW HAMPSHIRE - All that certain parcel of land with the improvements thereon located in Gorham, New Hampshire as shown on plan entitled, "Brown Company Ownership and Rights Along the Androscoggin River - Lot 174 in Gorham to Range 11 in Berlin - Drawing Number 5 of 13-R-13 by Jackson & Moreland, Engineers, dated April, 1948 and revised October, 1980 and designated "Reserved for A.P.D." said Plan having been recorded in Pocket 5, Folder 4, Plan 7, and said parcel more particularly bounded and described as follows:

BEGINNING at a point along the easterly right of way line of Cascade Flats Road, so-called, also known as State Route #16, 900 feet, more or less, southerly along said right of way line from the Berlin-Gorham Town Line to the point of beginning; thence

from the point of beginning easterly for 300 feet, more or less, to a point; thence southerly 840 feet, more or less, to a point, thence

westerly 30 feet, more or less, to a point; thence

making a slight deflection in a northwesterly direction for a distance of 110 feet; more or less, thence

in a westerly direction for 240 feet, more or less, to the easterly right of way line of Cascade Flats Road; thence

along said right of way for a distance of 1,060 feet, more or less, to the point of beginning.

EASEMENTS IN CITY OF BERLIN AND TOWN OF GORHAM - The following rights and easements to the extent the same have not been merged with the title acquired by Fraser N.H. LLC under the Deed of Androscoggin Valley Regional Refuse Disposal District recorded at Book 1171, Page 94 (Section Seven below): The right and easement across land in the City of Berlin reserved unto Crown Paper Co., its successors and assigns in the deed of Crown Paper Co. to John Hancock Mutual Life Insurance Company, dated October 29, 1997 and recorded at Coos County Registry of Deeds, Book 884, Page 57:

The non-exclusive perpetual and assignable right and easement to enter the property conveyed to John Hancock Mutual Life Insurance Company for purposes of maintaining and operating the existing fire protection system for the paper mill in the Town of Gorham known as the Cascade Mill, and making improvements to the same, including but not limited to the following:

- (a) The right to operate, maintain, inspect, repair, replace or alter the existing dam with reservoir and flowage rights located on Cascade Brook, so-called in Lot 3, Range 11 in the City of Berlin and the right to enter said Lot for such purposes;
- (b) The right to operate, maintain, inspect, repair, replace or alter the existing fire protection water line crossing Lot 3, Range 11 in the City of Berlin and right to enter said Lot for such purposes; and
- (c) The right to operate, maintain, inspect, repair, replace or alter all components of said fire protection system, including a thirty (30) foot wide right of way leading from the southerly line of Champlain Street, so-called, and running along the westerly side of Lot 3, Range 10 to the northerly side of Lot 3, Range 11 and continuing across said Lot 3, Range 11 to the reservoir area, and the right to use said right of way and the right to enter said Lots for such purposes.

Also conveying the non-exclusive perpetual and assignable right and easement to operate, maintain, repair, replace or alter the fire protection system and lines for the Cascade Mill crossing land in Gorham, New Hampshire, and the right of access to Lots 178 and 179 in Gorham for such purpose, as reserved to Crown Paper Co., its successors and assigns reserved in quitclaim deed of Crown Paper Co. to Yankee Forest Limited Liability Company, dated October 29, 1997 and recorded Coos County Registry of Deeds Book 884, Page 91.

EXCLUDING from Section One the following property:

- a. the bed of the Androscoggin River to the extent granted to the State of New Hampshire at Book 996, Page 319;
- b. any and all personal property, comprising the internal electric delivery system, transmission and distribution, facilities and equipment used or useful (i) for the delivery of electricity from the six FERC licensed hydroelectric stations conveyed by American Tissue-New Hampshire Electric, Inc. to GNE, LLC (later known as Great Lakes Hydro America, LLC) by deed dated on or about May 31, 2002, at Book 996, Page 457; and/or (ii) for delivery of electricity to the facilities and properties located on land conveyed deeds of Pulp of America LLC and Paper of America LLC to Fraser N.H. LLC dated on or about May 31, 2002, which internal electric delivery system facilities and equipment are considered personal property and were conveyed separately by Bills of Sale recorded at Book 996, Pages 447, 467, 478, and 492.
- c. the land conveyed by Fraser N.H. LLC to Quitclaim Deed Fraser N.H. LLC to Great Lakes Hydro America, LLC recorded September 28, 2006, at Book 1190, Page 2.
- d. the property conveyed by Deed of Fraser N. H. LLC to North American Dismantling Corp., recorded October 3, 2006 at Book 1190, Page 932.

For source of title see Deed of Paper of America LLC to Fraser N. H. LLC recorded May 31, 2002, at Book 996, Page 420.

*Section Two* Also conveying the rights and benefits accruing to the Cascade Mill under the Undivided Ownership, Operation and Maintenance Agreement between Fraser N.H. LLC and GNE, LLC (later known as Great Lakes Hydro America, LLC) dated May 31, 2002, at Book 996, Page 512.

*Section Three* Also conveying all those rights and benefit accruing to the Paper Mill under an Agreement for Solid Waste Disposal between Androscoggin Valley Regional Refuse Disposal District and Fraser N.H. LLC dated December 30, 2002, recorded at Book 1018, Page 154.

*Section Four* A certain tract or parcel of land located in the City of Berlin, Coös County, New Hampshire, together with the so-called Cascade Alpine Brook Fire Pond and the dam located thereon or thereunder, and together with any other improvements and appurtenances thereto, being bounded and described as follows:

Beginning at an iron pin located 3251.54 feet westerly along the Berlin-Gorham town line from a concrete monument marking the southeast corner of Berlin, New Hampshire; thence along land of Androscoggin Valley Regional Refuse Disposal District (AVRRDD) the following five courses:

1. North 01°20'26" East for 428.99 feet to an iron pin;
2. North 59°22'10" West crossing Cascade Alpine Brook for 293.29 feet to an iron pin;
3. South 50°43'33" West for 330.67 feet to an iron pin;
4. South 05°31'24" East for 360.55 feet to an iron pin on the Berlin-Gorham town line; thence
5. South 88°38'32" East along the Berlin-Gorham town line for 463.72 feet to the point of beginning.

Being Lot A as shown on Plan prepared by York Land Services, LLC titled "Minor Subdivision Prepared for Androscoggin Valley Regional Refuse Disposal District, Tax Map 414, Parcel 4, Berlin, New Hampshire" dated March 17, 2006, recorded in the Coös County Registry of Deeds as Plan #2636. Said Lot A shown to contain 5.45 acres, more or less.

Also conveying the dam structure, equipment, flashboards, gates, pipes, penstocks and fences and the rights and easements appurtenant thereto, as the same were acquired by Fraser N.H. LLC in the Quitclaim Deed of Androscoggin Valley Regional Refuse Disposal District to Fraser N.H. recorded May 9, 2006, at Book 1171, Page 94.

*Section Five* Also conveying the rights and benefits of Fraser N.H. LLC under the Easement Agreement to Confirm and Supplement. Fraser N. H. LLC and Great Lakes Hydro America, LLC, recorded September 28, 2006 at Book 1190, Page 23.

**Section Six** Also conveying the rights and benefits under the Easement and Cooperation Agreement (as to Cascade Project) between Fraser N.H. LLC and Great Lakes Hydro America, LLC recorded September 28, 2006 at Book 1190, Page 48.

**Section Seven** Also conveying the rights and benefits accruing to the Gorham Mill under an Amendment and Restatement of Easement and Shared Use Agreement, Water Distribution System and Filtration Plant. among North American Dismantling Corp., Fraser N.H. LLC, and PJPD Holdings, LLC recorded December 23, 2008, at Book 1265, Page 981. Also conveying, to the extent the premises have not previously been conveyed, all right, title and interest in and to the premises depicted as Lot 0054.0L2 on the City of Berlin's Tax Map No.129. Being a portion of the premises conveyed to Fraser N.H. LLC by deed of Pulp of America LLC recorded May 31, 2002 at Book 996, Page 374 of the Coös County Registry of Deeds [description to be later supplemented].

**Section Eight** Also conveying certain tracts or parcels of land, together with any buildings and improvements thereon, depicted on the City of Berlin's tax maps as follows:

- Map 113, Lot 0010.000, which is located on Wentworth Avenue - Lots 7 through 12, Block 19, Cascade Addition, lying in Lot 4, Range 11, City of Berlin. The foregoing parcels are more particularly shown on the Plans 1 and 2 of Cascade Addition, attached to deed dated September 15, 1989 from James River Corporation of Virginia to James River Paper Company, Inc. recorded September 21, 1989, at Book 754, Page 574, as Exhibits 21A and 21B. For source of title see Parcel No. 21 on page 15 of the Deed of Pulp of America, LLC to Fraser N.H. LLC recorded at Book 996, Page 374.
- Map 114, Lot 0073.000, which is located on Western Avenue; Lots 4, 5, 6, 11 and 12, Block 4 Cascade Addition, lying in Lot 4, Range 11, City of Berlin. The foregoing parcels are more particularly shown on the Plans 1 and 2 of Cascade Addition, attached to deed dated September 15, 1989 from James River Corporation of Virginia to James River Paper Company, Inc. recorded September 21, 1989, at Book 754, Page 574, as Exhibits 21A and 21B. For source of title see Parcel 21 on page 15 of the Deed of Pulp of America, LLC to Fraser N.H. LLC recorded at Book 996, Page 374.
- Map 134, Lot 0004.000, which is located on Hutchins Street - Lots numbered Eight (8) and Nine (9) in Block numbered seventy-five (75) of Berlin Mills Addition, appears by Plan numbered Four (4) and description of the same as made by E.S. Bryant and recorded in Coos County Registry of Deeds, Book 121, Page 402; being a portion of Parcel 7 on page 11 of the Deed of Pulp of America, LLC to Fraser N.H. LLC recorded at Book 996, Page 374.
- Map 134, Lot 0005.000, which is located on Hutchins Street - A certain piece or parcel of land, together with all buildings thereon, situate in said Berlin, and being a part of Lots numbered Two (2) and Three (3) in the Eight (8th) Range of lots in said Berlin, and more particularly described as follows:

Lot numbered Ten (10) in Block numbered Seventy Five (75) of Berlin Mills Addition, as appears by Plan numbered Four (4) and description of the same as made by E.S. Brungot and recorded in Coos County Registry of Deeds, Book 121, Page 402.

And another piece or parcel, together with all buildings thereon, situate in said Berlin, and being a part of Lots numbered Two (2) and Three (3) in the Eighth (8th) Range of lots in said Berlin, and more particularly described as follows:

Beginning at a point on the northerly side of Hutchins Street at the southeasterly corner of said Lot 10, thence

in an easterly direction along the northerly side of Hutchins Street eighty (80) feet, more or less, to the line of right-of-way of the Boston and Maine Railroad, thence

northwesterly along said right-of-way one hundred (100) feet, more or less, to the easterly line of said Lot 10, thence

southerly along easterly line of said Lot 10 eighty (80) feet, more or less to the point of beginning.

For source of title see Parcel 8 on page 11 of the Deed of Pulp of America, LLC to Fraser N.H. LLC recorded at Book 996, Page 374.

- Map 134, Lot 0007.000, which is located on Perry Street; the source of title, if any, being a portion of the premises conveyed to Fraser N.H. LLC by deed of Pulp of America LLC recorded May 31, 2002 at Book 996, Page 374. and
- Map 134, Lot 0011.000, which is located on Napert Street; the source of title, if any, being a portion of the premises conveyed to Fraser N.H. LLC by deed of Pulp of America LLC recorded May 31, 2002 at Book 996, Page 374.

**Section Nine** Also conveying all right, title and interest in and to the following discontinued streets:

Beech Street, which is depicted on Map 114 as Lot 0060.000 on the City of Berlin's tax maps; for source of title, if any, see Parcel No. 21 on page 15 of the Deed of Pulp of America, LLC to Fraser N.H. LLC recorded at Book 996, Page 374;

and Alder Street, which is depicted on the City of Berlin's Tax Map 114, as Lot 0062.000; for source of title, if any, see Parcel No. 21 on page 15 of the Deed of Pulp of America, LLC to Fraser N.H. LLC recorded at Book 996, Page 374.

**Section Ten** The benefits flowing to the Paper Mill under the Covenant Not to Sue In Re: Acquisition of Berlin/Gorham Mills; The Mt. Carberry Landfill; and Certain Hydroelectric Assets from the State of New Hampshire dated May 30, 2006, recorded at Book 996, Page 331 as is more particularly described and subject to the terms in the Assignment and Assumption

Agreement between the parties hereto.

**Section Eleven** A certain strip of land, situate in the City of Berlin, Coös County, New Hampshire, shown as Parcel B, as approximately 11.6 acres, on a Plan entitled "Minor Subdivision, Fraser NH LLC, Former Railroad, Tax map 118, Parcel 212, Berlin, New Hampshire", recorded as Plan # 02786, the northerly end of said strip of land being at land now or formerly of North American Dismantling Corp. and the southerly end of said strip of land being at land of Great Lakes Hydro America, LLC (the so-called Cross Power Project). Being a portion of the land conveyed by Deed of Berlin Mills Railway, Inc. to Fraser N.H. LLC dated May 31, 2002, recorded at Book 996, Page 432.

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All of the above property is conveyed SUBJECT TO the following:

1. Streets: Title to and rights of the public and others entitled thereto in and to those portions of the premises lying within the bounds of adjacent streets, ways, and paper streets.
2. Hydros: Lands, dams, hydro-generating stations, steam generating stations, transmission facilities, easements, right of ways, et al, conveyed in the Deed of Brown Company to Brown-New Hampshire, Inc., (later known as James River-New Hampshire Electric, Inc., Crown Vantage-New Hampshire Electric, Inc. and American Tissue-New Hampshire Electric, Inc.), its successors and/or assigns, dated April 30, 1965, recorded at Book 490, Page 3.
3. Railroads:
  - a. Lands, buildings, railroad tracks, bridges, easements, etc., and right of ways conveyed by Brown Company to Berlin Mills Railway, Inc., as described in deed dated January 31, 1970, and recorded at Book 527, Page 65.
  - b. All rights of way, railroad tracks, and facilities owned and operated by the Grand Trunk Railroad, its successors and assigns (the current owner/operator is believed to be the St. Lawrence & Atlantic Railroad Company, which followed Canadian National Railways as owner/operator) located on the westerly side of said Androscoggin River and acquired by said railroad by previous deeds and/or operating easements.
  - c. All rights of way, railroad tracks, and facilities owned by the Berlin Mills Railway, Inc. (successor in interest to The Whitefield and Jefferson Railroad, the Concord & Montreal Railroad, the Boston and Maine Corporation and New Hampshire and Vermont Railroad Company) located on the easterly and westerly side of said Androscoggin River and acquired by said railroad by previous deeds and/or operating easements. See quitclaim deed of New Hampshire and Vermont Railroad Company to Berlin Mills Railway, Inc., dated October 25, 1996 and recorded at 867, Page 427.

4. Water lines: The right to renew, maintain, repair, etc. all underground and above-grade water lines and related facilities now owned and operated by the Berlin Water Works, the Town of Gorham Sewer and/or Water Departments, their successors and/or assigns, in accordance with previous easements and rights of way.
5. Sewer and Storm Drainage: The right to renew, maintain, repair, etc. all underground sanitary sewer and storm drains and related facilities now owned and operated by the City of Berlin, the Town of Gorham, or the departments within said City and/or Town, their successors and/or assigns, in accordance with previous easements and right of ways.
6. Electric easements: The right to renew, maintain, repair, etc. all underground and above-ground electric power transmission facilities now owned and operated by the Public Service Company of New Hampshire, its successors and/or assigns, as stipulated in previous easements and right of ways.
7. Telephone easements: The right to renew, maintain, repair, etc. all underground and above-grade telephone lines and operating facilities now owned and operated by the New England Telephone Company, its successors and/or assigns, as stipulated in previous easements and right of ways.
8. Riverbed and Water:
  - a. Title or rights of the Federal government or the State of New Hampshire to the area occupied by the normal water surface of the Androscoggin River, together with access right of way that may be required by interested Federal and State agencies, including but not limited to the Federal Energy Regulatory Commission, Corps of Engineers, State of New Hampshire Water Resources Board and State of New Hampshire Water Supply & Pollution Control Commission.
  - b. Title to that portion of the property within the normal bounds of Androscoggin River.
  - c. Any and all rights of the United States of America, State of New Hampshire and the public in and to the Androscoggin River arising pursuant to the Commerce Clause of the United States Constitution.
9. Terms and provisions of New Hampshire Water Resources Board Order #9410, dated August 22, 1974 recorded at Book 572, Page 693, pertaining to Cascade Aeration Lagoon Waste Water Treatment Facilities.
10. Permit No. 24.17 Registration of an Existing Dam from New Hampshire Dept. of Environmental Services Water Resources Board dated November 24, 1987, recorded at Book 719, Page 740, relative to the Cascade Paper Mill Fire Pond Dam in the Town of Berlin.
11. Rights of the State of New Hampshire, the Town of Gorham and/or the public in and to Route 16 and the Cascade Flats Road.

- 12. Highway layout for Route 16 by the State of New Hampshire dated May 4, 1961, recorded at Book 544, Page 22.
- 13. Highway layout for Route 16 by the State of New Hampshire dated October 23, 1959 recorded at Book 446, Page 337 and 338.
- 14. Land taken along with slope and embankment easements by the State of New Hampshire against the Brown Company, dated December 3, 1980, recorded at Book 635, Page 321. Affects property along Route 2 in Gorham.
- 15. Courses 13-19 missing in the property description of the Deed of Brown Company to BBC, Inc. dated December 2, 1980, recorded at Book 635, Page 269 (should be between Pages 289 and 290). Affects Parcel 6.
- 16. The Deed of James River Paper Co., Inc. to Crown Paper Co. at Book 847, Page 190 (Page 217) dated August 22, 1995, reserves the paper machine no. 6 and right to remove same. Affects Parcel 6.
- 17. Right, title and interest of the Town of Gorham in and to a fire station located on or near Cascade Flats Road on the west side of the Androscoggin River in Gorham, New Hampshire, and the terms of any lease re same.
- 18. Pole Line easements from Brown Company to Public Service Company of New Hampshire, both dated June 7, 1947, recorded at Book 354, Page 291.
- 19. Easement described in deed of Brown Company to Portland Pipeline Co. dated August 21, 1941, recorded in Book 318, Page 152.
- 20. Riparian rights and rights of others thereto entitled in and to the continuous and uninterrupted flow of brooks, streams and ponds.
- 21. Administrative Order of New Hampshire Dept. of Environmental Services dated October 19, 2000, recorded at Book 949, Page 381 to Pulp and Paper of America LLC. No. WD 00-29. Re Cascade Mill in Gorham.
- 22. Statement of Intent by N.H. Water Resources Board to Brown Company relative to the construction of a dam, said instrument recorded at Book 572, Page 693 on September 13, 1974. (It is likely this should have been in the name of Brown-New Hampshire, Inc. as the owner of the dams at Book 490, Page 3). Property in Gorham.
- 23. Terms of the Covenant Not to Sue in Re: Acquisition of Berlin/Gorham Mills; The Mt. Carberry Landfill; and Certain Hydroelectric Assets dated May 30, 2002, among The State of New Hampshire, The New Hampshire Department of Environmental Services, Fraser N.H. LLC, GNE LLC and Mt. Carberry Landfill, LLC, recorded at Book 996, Page 331. Pursuant to Section 5(a) of the Covenant Not to Sue, the Vendor shall also retain the protections provided to it thereunder.

- 24. The effects, if any, of current use assessment and any change of use tax arising thereunder, including but not limited to, the notices recorded as follows :
  - a. Berlin - Book 649, Pages 546 and 547 – filed in the name of James River Corporation
  - b. Berlin – Book 712, Page 3 – filed in the name of James River Corp.
  - c. Gorham – Book 780, Pages 538, 539, 540, 541, 542, and 543 – filed in the name of James River Timber Corporation.
  - d. Gorham – Book 780, Page 544 – filed in the name of James River Paper Co., Inc.
- 25. Agreement for Solid Waste Disposal between Androscoggin Valley Regional Refuse Disposal District and Fraser N.H. LLC dated December 30, 2002, recorded at Book 1018, Page 154.
- 26. Recorded Plan 2698 Cascade Lot Line Adjustment recorded June 15, 2006;
- 27. Recorded Plan 2787 Easements retained by Fraser at Cascade Dam Parcels, recorded September 28, 2006.
- 28. The right, title and interests conveyed by Quitclaim Deed Fraser N.H. LLC to Great Lakes Hydro America, LLC recorded September 28, 2006, at Book 1190, Page 2.
- 29. Terms of the Easement Agreement to Confirm and Supplement. Fraser N. H. LLC and Great Lakes Hydro America, LLC, recorded September 28, 2006 at Book 1190, Page 23.
- 30. Terms of the Easement and Cooperation Agreement (as to Cascade Project) between Fraser N.H. LLC and Great Lakes Hydro America, LLC recorded September 28, 2006 at Book 1190, Page 48.
- 31. Terms of the Quitclaim Deed of Fraser N.H. LLC to Androscoggin Valley Regional Refuse Disposal District recorded October 17, 2007, at Book 1230, Page 801, as affected by a Corrective Quitclaim Deed of Fraser N.H. LLC to Androscoggin Valley Regional Refuse Disposal District dated \_\_\_\_\_, 2010, recorded \_\_\_\_\_.
- 32. Terms of the Amendment & Restatement of Easement and Shared Use Agreement, Water Distribution System and Filtration Plant. Among North American Dismantling Corp; Fraser N.H. LLC; PJPD Holdings, LLC; recorded December 23, 2008 at Book 1265, Page 981.
- 33. Taxes due and owing the Town of Gorham and the City of Berlin including, but not limited to the taxes referenced in the Berlin tax liens against Fraser N.H. LLC for the levy of 2009 at Book 1300, Page 1, but see pages 26, 27, and 28 for listings, recorded March 26, 2010.

- 34. Gas Line Easement of Fraser N.H. LLC to Androscoggin Valley Regional Refuse Disposal District dated \_\_\_\_\_, 2010 and recorded \_\_\_\_\_.

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### Permitted Encumbrances

- (a) Encumbrances listed or referenced in Schedule C;
- (b) Liens for taxes, assessments or other governmental charges or levies not yet due;
- (c) Carriers', warehousemen's, mechanics', materialmen's, repairmen's, landlord's liens or other like liens arising in the Ordinary Course which are not overdue for a period of more than 30 days;
- (d) Easements, rights-of-way, restrictions and other similar encumbrances affecting real property which, in the aggregate do not materially detract from the value of the property subject thereto or materially interfere with the ordinary conduct of the Business;
- (e) Any interest or title of lessor under any lease which is a part of the Purchased Assets; and
- (f) Liens of a collecting bank under Section 4-208 of the UCC in "items" incurred in the Ordinary Course or attaching to commodity trading accounts or other commodities brokerage accounts incurred in the Ordinary Course, and customary liens (including the right of set-off) arising as a matter of law in favor of banking institutions encumbering deposits held by such banking institutions incurred in the Ordinary Course.

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c.C-36 AS AMENDED

AND IN THE MATTER OF A PROPOSED PLAN OF COMPROMISE OR ARRANGEMENT WITH RESPECT TO FRASER PAPERS INC.,  
FPS CANADA INC., FRASER PAPERS HOLDINGS INC., FRASER TIMBER LTD., FRASER PAPERS LIMITED and FRASER N.H. LLC

Court File No. CV-09-8241-00CL

**ONTARIO**  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)

Proceedings commenced at Toronto

**APPROVAL AND VESTING ORDER**  
(Gorham)

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