

Cellu Tissue Holdings, Inc.  
Form DFAN14A  
December 14, 2010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934  
(Amendment No. \_\_\_)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6 (e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

CELLU TISSUE HOLDINGS, INC.

(Name of Registrant as Specified In Its Charter)

CLEARWATER PAPER CORPORATION

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- 1) Title of each class of securities to which transaction applies:
  - 2) Aggregate number of securities to which transaction applies:
  - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
  - 4) Proposed maximum aggregate value of transaction:
  - 5) Total fee paid
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- 1) Amount Previously Paid:
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- 3) Filing Party:
- 4) Date Filed:

Clearwater Paper Corporation

601 W. Riverside Avenue

Suite 1100

Spokane, Washington 99201

**News Release**

**Clearwater Paper Corporation**  
**Announces Pricing of Total Consideration**  
**Relating to Cash Tender Offer for**  
**Cellu Tissue Holdings, Inc. s**  
**11 1/2% Senior Secured Notes due 2014**

SPOKANE, Wash., December 13, 2010 **Clearwater Paper Corporation (NYSE: CLW)** ( Clearwater Paper ) today announced the pricing of the Total Consideration to be paid in connection with the cash tender offer (the Tender Offer ) to purchase any and all of Cellu Tissue Holdings, Inc. s ( Cellu Tissue ) outstanding 11 1/2% Senior Secured Notes due 2014 (the Cellu Notes ).

The Tender Offer is being made upon the terms and subject to the conditions set forth in Clearwater Paper s Offer to Purchase dated November 5, 2010 (the Offer to Purchase ) and in connection with the Agreement and Plan of Merger, dated as of September 15, 2010 (the Merger Agreement ), among Clearwater Paper, Cellu Tissue, and Sand Dollar Acquisition Corporation, a Delaware corporation and a wholly-owned subsidiary of Clearwater Paper ( Merger Sub ), pursuant to which, subject to the satisfaction of certain conditions, Merger Sub will merge with and into Cellu Tissue (the Merger ). As a result of the Merger, Cellu Tissue will become a wholly-owned subsidiary of Clearwater Paper.

The Expiration Date for the Tender Offer is 11:00 a.m., New York City time, on December 27, 2010, unless further extended by Clearwater Paper pursuant to the terms of the Offer to Purchase.

As of 5:00 p.m., New York City time, on December 10, 2010, tenders had been received from holders of \$234.366 million (99.95%) in aggregate principal amount of the Cellu Notes. Holders who validly tendered their Cellu Notes on or before November 30, 2010 and have such Cellu Notes accepted for payment by Clearwater Paper will receive \$1,160.71 per \$1,000 principal amount of Cellu Notes, which includes an early tender payment of \$30.00 per \$1,000 principal amount of Cellu Notes, plus accrued and unpaid interest up to, but not including, the payment date (the Payment Date ) Holders who tender their Cellu Notes after November 30, 2010 but on or prior to the Expiration Date will not receive the \$30.00 per \$1,000 principal amount of Cellu Notes early tender payment, and therefore will receive \$1,130.71 per \$1,000 principal amount of Cellu Notes validly tendered, plus accrued and unpaid interest up to, but not including, the Payment Date.

The Total Consideration of \$1,160.71 per \$1,000 principal amount of Cellu Notes validly tendered on or before November 30, 2010 was calculated based on the present value on the

Payment Date of the sum of the Redemption Price on the Redemption Date plus interest payments to, but not including, the Redemption Date, determined using a discount factor equal to the yield on December 13, 2010 of the Reference Security plus a fixed spread of 50 basis points. The Reference Yield and the Offer Yield, as such terms are used in the Offer to Purchase, are 0.197% and 0.697%, respectively.

The Withdrawal Time relating to the Tender Offer expired at 5:00 p.m., New York City time, on Friday, November 19, 2010. As a result, all Cellu Notes previously tendered and any Cellu Notes that are properly tendered after the date hereof may not be withdrawn unless Clearwater Paper makes a material change to the terms of the Tender Offer or is otherwise required by law to permit withdrawal.

The Tender Offer is conditioned upon the satisfaction of, or, where applicable, Clearwater Paper's waiver of, certain conditions, including that all of the conditions precedent to the closing of the Merger as set forth in the Merger Agreement shall have been satisfied or waived, and certain other customary conditions.

The complete terms and conditions of the Tender Offer are described in the Offer to Purchase, a copy of which may be obtained by contacting D. F. King & Co., Inc., the information agent for the Tender Offer, at (800) 431-9643 (U.S. toll-free). BofA Merrill Lynch is the exclusive dealer manager for the Tender Offer. Additional information concerning the Tender Offer may be obtained by contacting BofA Merrill Lynch, Debt Advisory Services, at (980) 388-9217 (collect) or (888) 292-0070 (U.S. toll-free).

This press release does not constitute an offer to purchase the Cellu Notes. No offer, solicitation, purchase or sale will be made in any jurisdiction in which such an offer, solicitation, or sale would be unlawful. The Tender Offer is being made solely pursuant to the Offer to Purchase and related transmittal documents.

#### **FORWARD-LOOKING STATEMENTS**

This press release contains certain forward-looking statements that involve risks and uncertainties, including, but not limited to, statements regarding the Tender Offer. These forward-looking statements are based on Clearwater Paper's current expectations, estimates and assumptions that are subject to change, and actual results may differ materially from the forward-looking statements. Factors that could cause actual results to differ materially include, but are not limited to, the risk that the conditions to the Tender Offer may be delayed or not occur. For a discussion of additional factors that may cause results to differ, see Clearwater Paper's public filings with the Securities and Exchange Commission. These forward-looking statements speak only as of the date thereof. Clearwater Paper does not undertake to update any forward-looking statements.

#### **ADDITIONAL INFORMATION AND WHERE TO FIND IT**

On December 1, 2010, Cellu Tissue filed with the SEC a definitive proxy statement and other relevant material in connection with the Merger. The definitive proxy statement has been sent or given to the stockholders of Cellu Tissue. Before making any voting or investment decision with respect to the Merger, investors and stockholders of Cellu Tissue are urged to read the proxy statement and the other relevant material because they contain important information about the Merger. The proxy statement and other relevant materials, and any other documents filed by Cellu Tissue with the SEC, may be obtained free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov), at Cellu Tissue's Investor Relations website at [cellutissue.com/investor](http://cellutissue.com/investor) (click

SEC filings ) or from Cellu Tissue by contacting Investor Relations by mail at 1855 Lockeway Drive, Suite 501, Alpharetta, Georgia 30004, Attention: Investor Relations, or by telephone at 678-393-2651.

**PARTICIPANTS IN THE SOLICITATION**

Clearwater Paper and its directors and executive officers may be deemed to be participants in the solicitation of proxies from Cellu Tissue stockholders in connection with the proposed Merger. Information about Clearwater Paper's directors and executive officers is set forth in Clearwater Paper's proxy statement on Schedule 14A filed with the SEC on March 29, 2010 and its Annual Report on Form 10-K for the year ended December 31, 2009 filed with the SEC on February 26, 2010. Additional information regarding the interests of participants in the solicitation of proxies in connection with the Merger is included in the definitive proxy statement that Cellu Tissue filed with the SEC on December 1, 2010.

**ABOUT CLEARWATER PAPER**

Clearwater Paper manufactures quality consumer tissue, bleached paperboard and wood products at six facilities across the country. The company is a premier supplier of private label tissue to major retail grocery chains, and also produces bleached paperboard used by quality-conscious printers and packaging converters. Clearwater Paper's 2,500 employees build shareholder value by developing strong customer partnerships through quality and service.

**For additional information on Clearwater Paper, please visit our website at [www.clearwaterpaper.com](http://www.clearwaterpaper.com).**

Clearwater Paper Corporation

Matt Van Vleet, 509-344-5912

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