Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number *(if known)* _____ Chapter **11**

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals,* is available.

1.	**Debtor's name**	**Orchids Paper Products Company**	
2.	**All other names debtor used in the last 8 years** Include any assumed names, trade names and *doing business as* names		
3.	**Debtor's federal Employer Identification Number** (EIN)	**23-2956944**	
4.	**Debtor's address**	**Principal place of business** **201 Summit View Drive, Suite 110** **Brentwood, TN 37027** Number, Street, City, State & ZIP Code **Williamson** County	**Mailing address, if different from principal place of business** P.O. Box, Number, Street, City, State & ZIP Code **Location of principal assets, if different from principal place of business** **4826 Hunt Street Pryor, OK 74361** Number, Street, City, State & ZIP Code
5.	**Debtor's website** (URL)	**www.orchidspaper.com**	
6.	**Type of debtor**	■ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) ☐ Partnership (excluding LLP) ☐ Other. Specify: _____	

Debtor **Orchids Paper Products Company** Case number (*if known*) _____
Name

7. Describe debtor's business

A. *Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ■ None of the above

B. *Check all that apply*

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See http://www.uscourts.gov/four-digit-national-association-naics-codes.

3222

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
- ☐ Chapter 9
- ■ Chapter 11. *Check all that apply*:
  - ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than $2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
  - ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
  - ☐ A plan is being filed with this petition.
  - ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
  - ■ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
  - ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

If more than 2 cases, attach a separate list.

- ■ No.
- ☐ Yes.

District _____ When _____ Case number _____
District _____ When _____ Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1, attach a separate list

- ☐ No
- ■ Yes.

Debtor **See Attachment** Relationship _____
District _____ When _____ Case number, if known _____

Debtor **Orchids Paper Products Company** Case number (*if known*) _____
Name

11. Why is the case filed in *this district?*

Check all that apply:

- [x] Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- [ ] A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- [x] No
- [ ] Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (*Check all that apply.*)

- [ ] It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
  What is the hazard? _____
- [ ] It needs to be physically secured or protected from the weather.
- [ ] It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- [ ] Other _____

Where is the property? _____
Number, Street, City, State & ZIP Code

Is the property insured?

- [ ] No
- [ ] Yes. Insurance agency _____
  Contact name _____
  Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- [ ] Funds will be available for distribution to unsecured creditors.
- [x] After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

- [ ] 1-49
- [ ] 50-99
- [ ] 100-199
- [ ] 200-999
- [x] 1,000-5,000
- [ ] 5001-10,000
- [ ] 10,001-25,000
- [ ] 25,001-50,000
- [ ] 50,001-100,000
- [ ] More than100,000

15. Estimated Assets

- [ ] $0 - $50,000
- [ ] $50,001 - $100,000
- [ ] $100,001 - $500,000
- [ ] $500,001 - $1 million
- [ ] $1,000,001 - $10 million
- [ ] $10,000,001 - $50 million
- [ ] $50,000,001 - $100 million
- [x] $100,000,001 - $500 million
- [ ] $500,000,001 - $1 billion
- [ ] $1,000,000,001 - $10 billion
- [ ] $10,000,000,001 - $50 billion
- [ ] More than $50 billion

16. Estimated liabilities

- [ ] $0 - $50,000
- [ ] $50,001 - $100,000
- [ ] $100,001 - $500,000
- [ ] $500,001 - $1 million
- [ ] $1,000,001 - $10 million
- [ ] $10,000,001 - $50 million
- [ ] $50,000,001 - $100 million
- [x] $100,000,001 - $500 million
- [ ] $500,000,001 - $1 billion
- [ ] $1,000,000,001 - $10 billion
- [ ] $10,000,000,001 - $50 billion
- [ ] More than $50 billion

Debtor **Orchids Paper Products Company** Case number (*if known*)
Name

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to $500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is trued and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **April 1, 2019**
MM / DD / YYYY

X **/s/ Richard S. Infantino**
Signature of authorized representative of debtor

Richard S. Infantino
Printed name

Title **Interim Chief Strategy Officer**

18. Signature of attorney

X **/s/ Christopher A. Ward**
Signature of attorney for debtor

Date **April 1, 2019**
MM / DD / YYYY

Christopher A. Ward
Printed name

Polsinelli PC
Firm name

222 Delaware Avenue
Suite 1101
Wilmington, DE 19801
Number, Street, City, State & ZIP Code

Contact phone **(302) 252-0920** Email address **cward@polsinelli.com**

3877 DE
Bar number and State

Debtor **Orchids Paper Products Company** Case number (*if known*)
Name

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number *(if known)* Chapter **11**

☐ Check if this an amended filing

FORM 201. VOLUNTARY PETITION

Pending Bankruptcy Cases Attachment

Debtor	**Orchids Lessor SC, LLC**			Relationship to you	**Affiliate**
District	**Delaware**	When	**4/01/19**	Case number, if known	
Debtor	**Orchids Paper Products Company of South Carolina**			Relationship to you	**Affiliate**
District	**Delaware**	When	**4/01/19**	Case number, if known	

Official Form 201A (12/15)

[If debtor is required to file periodic reports (e.g. forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

United States Bankruptcy Court
District of Delaware

In re **Orchids Paper Products Company** Debtor(s)

Case No. _____

Chapter **11**

Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is **001-32596**.

2. The following financial data is the latest available information and refers to the debtor's condition on **2/28/2019**.

a. Total assets $ **322,061,000.00**

b. Total debts (including debts listed in 2.c., below) $ **260,864,000.00**

c. Debt securities held by more than 500 holders:

							Approximate number of holders:
secured	☐	unsecured	☐	subordinated	☐	$ **0.00**	**0**
secured	☐	unsecured	☐	subordinated	☐	$ **0.00**	**0**
secured	☐	unsecured	☐	subordinated	☐	$ **0.00**	**0**
secured	☐	unsecured	☐	subordinated	☐	$ **0.00**	**0**
secured	☐	unsecured	☐	subordinated	☐	$ **0.00**	**0**

d. Number of shares of preferred stock **0** **0**

e. Number of shares common stock **10,670,348** **175**

Comments, if any:

3. Brief description of Debtor's business:
Orchids Paper is a leading manufacturer of paper towels, bath tissue, and paper napkins. Orchids Paper provides a range of products, including AFH (Away from Home), branded, and private label, in retail and commercial markets.

4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:
BML Investment Partners, L.P.

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Fill in this information to identify the case:

Debtor name **Orchids Paper Products Company**

United States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to $500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets–Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended *Schedule* _____
- ■ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ■ Other document that requires a declaration **List of Equity Security Holders Corporate Ownership Statement**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **April 1, 2019**

X **/s/ Richard S. Infantino**
Signature of individual signing on behalf of debtor

Richard S. Infantino
Printed name

Interim Chief Strategy Officer
Position or relationship to debtor

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Fill in this information to identify the case:

Debtor name **Orchids Paper Products Company , et al.**

United States Bankruptcy Court for the: **DISTRICT OF DELAWARE**

Case number (if known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders 12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Brenntag Southwest Inc. 5702 E. Channel Road Catoosa, OK 74015	**gholmes@brenntag.com 918-245-6666**	**Trade debt**				**$44,068.00**
Cellmark Paper Inc. 80 Washington St Norwalk, CT 06854	**dominick.merole@cellmark.com 203-251-9026**	**Trade debt**				**$200,653.00**
Chem Treat Inc. 15045 Collections Center Drive Chicago, IL 60693	**cs_orders@chemtreat.com 918-376-9717**	**Trade debt**				**$201,049.00**
CMPC USA, Inc. 1040 Crown Pointe Parkway Suite 950 Atlanta, GA 30338	**barrym@lfpcorp.com 770-551-2648**	**Trade debt**				**$445,218.00**
Dixie Pulp & Paper 101 Marina Drive Tuscaloosa, AL 35406	**claird@dixiepaper.com 205-759-2600**	**Trade debt**				**$1,646,563.00**
Fabio Perini North America, Inc. 3060 South Ridge Road Green Bay, WI 54304	**tonia.kielpikowski@fabioperini.com 920-336-5000**	**Trade debt**				**$57,314.00**
Fabrica De Papel San Francisco, S.A. 237 Rockwood Ave Suite 120 Calexico, CA 92231	**mariano.robles@papelsanfrancisco.com 877-567-1789**	**Trade debt**				**$4,395,044.00**
Green Bay Packaging 1700 N Webster Court Green Bay, WI 54302	**jbarta@gbp.com 918-446-3341**	**Trade debt**				**$195,356.00**

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Debtor **Orchids Paper Products Company, et al.** Case number *(if known)*
Name

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Henkel Adhesives 1 Henkel Way Rocky Hill, CT 06067-3581	**bill.beaton@henkel.com 888-480-1171**	**Trade debt**				**$121,978.00**
Little Rapids Corp. 2273 Larson Drive Green Bay, WI 54303	**bburatti@littlerapids.com 360-335-0537**	**Trade debt**				**$1,204,994.00**
M3 Construction, Inc. 432 East 50th Street Savannah, GA 31405	**heather.overturf@m3gc.com 800-912-6173**	**Trade debt**				**$56,875.00**
Motion Industries 13685 E. 61st Street Broken Arrow, OK 74012	**tammy.gomillion@motion-ind.com 918-459-6919**	**Trade debt**				**$278,066.00**
Packaging Corporation of America 3200 Lakewood Avenue, SW Atlanta, GA 30344	**dburger@packagingcorp.com 803-405-6316**	**Trade debt**				**$196,611.00**
Peco Pallet, Inc. 2990 Momentum Place Chicago, IL 60689-5329	**faguirre@pecopallet.com 914-376-5444**	**Trade debt**				**$60,932.00**
Quality Plus Services Inc. 2929 Quality Drive Petersburg, VA 23805	**stevenb1@qpsisbest.com 804-863-0191**	**Trade debt**				**$206,957.00**
Rexel USA Inc. 14951 Dallas Parkway Dallas, TX 75254	**blaine.howard@rexelusa.com 918-647-8185**	**Trade debt**				**$56,352.00**
Solenis LLC 3 Beaver Valley Road Suite 500 Wilmington, DE 19803	**nchoruzy@solenis.com 318-652-1229**	**Trade debt**				**$202,665.00**
Sun Chemical Corporation 5000 Spring Grove Avenue Cincinnati, OH 45232	**arremit@sunchemical.com 866-786-8144**	**Trade debt**				**$101,772.00**

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Debtor **Orchids Paper Products Company, et al.**
Name

Case number *(if known)*

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
TMC North America Inc. 3116 North Pointer Road Appleton, WI 54911-8602	**info@tmcna.com 920-830-9723**	**Trade debt**				**$102,390.00**
Trebor Inc. 100 Matawan Road Suite 220 Matawan, NJ 07747	**pstairiker@trebor.com 732-335-4255**	**Trade debt**				**$135,600.00**

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ORCHIDS PAPER PRODUCTS COMPANY
LIST OF EQUITY SECURITY HOLDERS

Equity Holders	Address of Equity Holder	Type of Equity Security	Holding
BRADEN M LEONARD (BML INVESTMENT PARTNERS, L.P.)	156 SOUTH FIRST STREET ZIONSVILLE, IN 46077 US	Common Stock	Greater than 5%
LADENBURG THALMANN FINANCIAL SERVICES INC.	4400 BISCAYNE BOULEVARD 12TH FLOOR MIAMI, FL 33137 US	Common Stock	Less than 5%
VIRTU FINANCIAL LLC	645 MADISON AVENUE 16TH FLOOR NEW YORK, NY 10022 US	Common Stock	Less than 5%
LMR PARTNERS LLP	55 NEW BOND STREET 1ST FLOOR LONDON W1S 1DG UK	Common Stock	Less than 5%
GEODE CAPITAL MANAGEMENT, LLC	ONE POST OFFICE SQUARE 20TH FLOOR BOSTON, MA 02109-2804 US	Common Stock	Less than 5%
LPL FINANCIAL LLC	75 STATE STREET 24TH FLOOR BOSTON, MA 2109 US	Common Stock	Less than 5%
ALPINE GLOBAL MANAGEMENT, LLC	140 BROADWAY 38TH FLOOR NEW YORK, NY 10005 US	Common Stock	Less than 5%
D. E. SHAW & CO., INC	120 WEST 45TH STREET, TOWER 45 39TH FLOOR NEW YORK, NY 10036 US	Common Stock	Less than 5%
DIMENSIONAL FUND ADVISORS LP	DIMENSIONAL PLACE 6300 BEE CAVE ROAD BUILDING ONE AUSTIN, TX 78746 US	Common Stock	Less than 5%
DEUTSCHE BANK AG\	TAUNUSANLAGE 12 FRANKFURT AM MAIN HESSEN 60325 GERMANY	Common Stock	Less than 5%
CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	LINCOLN PLAZA EAST 400 Q STREET ROOM 1820 SACRAMENTO, CA 95811 US	Common Stock	Less than 5%
PINNACLE HOLDINGS, LLC	233 SOUTH DETROIT AVENUE SUITE 100 TULSA, OK 74120 US	Common Stock	Less than 5%
FINANCIAL GRAVITY WEALTH, INC.	800 NORTH WATTERS ROAD SUITE 120 ALLEN, TX 75013 US	Common Stock	Less than 5%
FINANCIAL GRAVITY COMPANIES, INC.	800 NORTH WATTERS ROAD SUITE 150 ALLEN, TX 75013 US	Common Stock	Less than 5%
BRANDYWINE GLOBAL INVESTMENT MANAGEMENT, LLC	1735 MARKET STREET SUITE 1800 PHILADELPHIA, PA 19103 US	Common Stock	Less than 5%
INVESCO LTD.	TWO PEACHTREE POINTE - 1555 PEACHTREE STREET SUITE 1800 ATLANTA, GA 30309 US	Common Stock	Less than 5%
FIRST WILSHIRE SECURITIES MANAGEMENT INC	1214 EAST GREEN STREET SUITE 200 PASADENA, CA 91106 US	Common Stock	Less than 5%
ADVISOR GROUP, INC.	2800 NORTH CENTRAL AVENUE SUITE 2100 PHOENIX, AZ 85392 US	Common Stock	Less than 5%
SIMPLEX TRADING, LLC	230 S. LASALLE ST. SUITE 4-100 CHICAGO, IL 60604 US	Common Stock	Less than 5%

ORCHIDS PAPER PRODUCTS COMPANY
LIST OF EQUITY SECURITY HOLDERS

Equity Holders	Address of Equity Holder	Type of Equity Security	Holding
ASSET DEDICATION, LLC	220 MONTGOMERY STREET SUITE 450 SAN FRANCISCO, CA 94104 US	Common Stock	Less than 5%
EQIS CAPITAL MANAGEMENT, INC.	1299 4TH STREET SUITE 502 SAN RAFAEL, CA 94901 US	Common Stock	Less than 5%
VANGUARD GROUP INC	100 VANGUARD BOULEVARD V26 MALVERN, PA 19355 US	Common Stock	Less than 5%
IFP ADVISORS, INC	3030 NORTH ROCKY POINT DRIVE WEST SUITE 700 TAMPA, FL 33607 US	Common Stock	Less than 5%
BANK OF AMERICA CORP /DE/	BOFA CORPORATE CENTER - 100 NORTH TRYON STREET CHARLOTTE, NC 28255 US	Common Stock	Less than 5%
BANK OF MONTREAL /CAN/	129 RUE SAINT JACQUES MONTREAL, QC H2Y 1L6 CANADA	Common Stock	Less than 5%
BANK OF NEW YORK MELLON CORP	240 GREENWICH STREET NEW YORK, NY 10286 US	Common Stock	Less than 5%
BARCLAYS PLC	1 CHURCHILL PLACE LONDON E14 5HP UK	Common Stock	Less than 5%
BLACKROCK INC.	55 EAST 52ND STREET NEW YORK, NY 10055 US	Common Stock	Less than 5%
BNP PARIBAS ARBITRAGE, SA	555 CROTON ROAD KING OF PRUSSIA, PA 19046 US	Common Stock	Less than 5%
BOSTON PARTNERS	ONE BEACON STREET, 30TH FLOOR BOSTON, MA 02108	Common Stock	Less than 5%
CITIGROUP INC	388 GREENWICH STREET NEW YORK, NY 10013 US	Common Stock	Less than 5%
CREATIVE FINANCIAL DESIGNS INC /ADV	2704 S. GOYER RD KOKOMO, IN 46902 US	Common Stock	Less than 5%
HUNTINGTON NATIONAL BANK	16531 BOLSA CHICA STREET HUNTINGTON BEACH, CA 92649 US	Common Stock	Less than 5%
INVESTORS RESEARCH CORP	1636 LOGAN STREET DENVER, CO 80203 US	Common Stock	Less than 5%
MANUFACTURERS LIFE INSURANCE COMPANY, THE	200 BLOOR STREET EAST TORONTO, ON M4W 1E5 CANADA	Common Stock	Less than 5%
MORGAN STANLEY	1585 BROADWAY NEW YORK, NY 10036 US	Common Stock	Less than 5%
MUTUAL OF AMERICA CAPITAL MANAGEMENT LLC	320 PARK AVENUE NEW YORK, NY 10022 US	Common Stock	Less than 5%
NJ STATE EMPLOYEES DEFERRED COMPENSATION PLAN	57 US HIGHWAY 1 NEW BRUNSWICK, NJ 08901-8554	Common Stock	Less than 5%
NORTHERN TRUST CORP	50 SOUTH LA SALLE STREET CHICAGO, IL 60603 US	Common Stock	Less than 5%
OXFORD ASSET MANAGEMENT LLP	OXAM HOUSE - 6 GEORGE STREET OXFORD OX1 2BW UK	Common Stock	Less than 5%
PALOMA PARTNERS MANAGEMENT CO	TWO AMERICAN LANE GREENWICH, CT 06836-2571 US	Common Stock	Less than 5%
PROEQUITIES, INC.	2801 HIGHWAY 280 SOUTH BIRMINGHAM, AL 35223 US	Common Stock	Less than 5%
RAYMOND JAMES & ASSOCIATES	880 CARILLON PARKWAY ST. PETERSBURG, FL 33716-1102 US	Common Stock	Less than 5%
ROYAL BANK OF CANADA	200 BAY STREET TORONTO, ON M5J 2J5 CANADA	Common Stock	Less than 5%

ORCHIDS PAPER PRODUCTS COMPANY
LIST OF EQUITY SECURITY HOLDERS

Equity Holders	Address of Equity Holder	Type of Equity Security	Holding
SOUND INCOME STRATEGIES, LLC	6550 NORTH FEDERAL HWY 510 FORT LAUDERDALE, FL 33308-1417 US	Common Stock	Less than 5%
UBS GROUP AG	BAHNHOFSTRASSE 45 PO BOX ZURICH 8001 SWITZERLAND	Common Stock	Less than 5%
DAWN PAGLIARO	500 COLONIAL CENTER PKWY #100 LAKE MARY , FL 32746 US	Common Stock	
ISSUER SERVICES	C/O BROADRIDGE 51 MERCEDES WAY EDGEWOOD , NY 11717 US	Common Stock	
KIM NIEDING	901 EAST CARY ST 11TH FLOOR RICHMOND , VA 23219 US	Common Stock	
MARCIN BIEGANSKI	14201 DALLAS PKWY 12TH FL CORP ACTIONS DEPT DALLAS , TX 75254 US	Common Stock	
RONALD FIGUERAS	3 SECOND ST. 12TH FLOOR, HARBORSIDE PLAZA 10 JERSEY CITY, NJ 07302 US	Common Stock	
JOHN ROSENBACH	1271 AVENUE OF THE AMERICAS 14TH FLOOR NEW YORK , NY 10020 US	Common Stock	
GW&K INVESTMENT MANAGEMENT, LLC	222 BERKELEY STREET 15TH FLOOR BOSTON, MA 02116 US	Common Stock	
JAN SUDFELD	777 E. WISCONSIN AVENUE 19TH FLOOR MILWAUKEE , WI 53202 US	Common Stock	
ROBERT MATERA	1525 WW T HARRIS BLVD 1ST FLOOR CHARLOTTE , NC 28262-8522 US	Common Stock	
MARK F. GRESS	C/O MEDIANT COMMUNICATIONS INC 200 REGENCY FOREST DRIVE CARY , NC 27518 US	Common Stock	
FRONTIER CAPITAL MANAGEMENT CO., LLC	99 SUMMER STREET 20TH FLOOR BOSTON, MA 02110 US	Common Stock	
LUISA DOMINGUES	40 KING STREET 23RD FLOOR TORONTO, ON M5H 1H1 CANADA	Common Stock	
LILIAN NIE	40 KING STREET W 23RD FLOOR TORONTO, ON M5H 1H1 CANADA	Common Stock	
DANIEL HANUKA	140 BROADWAY 29TH FLOOR NEW YORK , NY 10005 US	Common Stock	
BRIAN DARBY	ONE DALLAS CENTER 350 M. ST. PAUL SUITE 1300 DALLAS , TX 75201 US	Common Stock	
YOUSUF AHMED	77 BLOOR STREET WEST 3RD FLOOR TORONTO, ON M4Y 2T1 CANADA	Common Stock	
CADENCE CAPITAL MANAGEMENT, LLC	265 FRANKLIN STREET 4TH FLOOR BOSTON, MA 02110-3113 US	Common Stock	
LINDA THOMPSON	111 CENTER STREET 4TH FLOOR LITTLE ROCK, AR 72201-4402 US	Common Stock	

ORCHIDS PAPER PRODUCTS COMPANY
LIST OF EQUITY SECURITY HOLDERS

Equity Holders	Address of Equity Holder	Type of Equity Security	Holding
TONIE MONTGOMERY	1100 ABERNATHY ROAD 500 NORTHPARK BUILDING SUITE 400 ATLANTA , GA 30328 US	Common Stock	
ISSUER SERVICES	C/O BROADRIDGE 51 MERCEDES WAY EDGEWOOD , NY 11717 US	Common Stock	
GREGORY CONTALDI	1000 HARBOR BLVD 5TH FLOOR WEENHAWKEN , NJ 07086 US	Common Stock	
GREGORY CONTALDI	1000 HARBOR BLVD 5TH FLOOR WEENHAWKEN , NJ 07086 US	Common Stock	
MICHELLE FORD	901 SOUTH BOND ST 6TH FL BALTIMORE, MD 21231 US	Common Stock	
MANULIFE ASSET MANAGEMENT, LTD	200 BLUR STREET EAST NORTH TOWERS 6TH FLOOR TORONTO, ON M4W 1E5 CANADA	Common Stock	
JOHN BARRY	1300 THAMES ST 6TH FLOOR BALTIMORE, MD 21231 US	Common Stock	
GIOVANNA LAURELLA	70 HUDSON STREET 7TH FLOOR JERSEY CITY, NJ 07302 US	Common Stock	
ISSUER SERVICES	C/O MEDIANT COMMUNICATION 8000 REGENCY PARKWAY CARY, NC 27518 US	Common Stock	
ASHLEY THEOBALD	8180 GREENSBORO DRIVE 8TH FLOOR MCLEAN , VA 22102 US	Common Stock	
TONY LAGAMBINA	ONE M&T PLAZA 8TH FLOOR BUFFALO , NY 14203 US	Common Stock	
D.E. SHAW & COMPANY, L.P.	1166 AVENUE OF THE AMERICAS 9TH FLOOR NEW YORK, NY 10036 US	Common Stock	
SHARON BROWN	1201 MAIN STREET 9TH FLOOR DALLAS , TX 75202 US	Common Stock	
RONALD PERSAUD	525 WASHINGTON BLVD 9TH FLOOR JERSEY CITY , NJ 07310 US	Common Stock	
RUSSELL YAP	525 WASHINGTON BLVD 9TH FLOOR JERSEY CITY , NJ 07310 US	Common Stock	
RYAN CHISLETT	801 S CANAL STREET ATTN: CAPITAL STRUCTURES-C1N CHICAGO , IL 60607 US	Common Stock	
PAUL WATTERS	3801 CITIBANK CENTER B/3RD FLOOR/ZONE 12 TAMPA , FL 33610 US	Common Stock	
ANITA BACTAWAR	1 NORTH LEXINGTION AVE C/O RIDGE WHITE PLAINS, NY 10601 US	Common Stock	
JOHN FAY	500 STANTON CHRISTIANA ROAD, OPS 4 FLOOR: 03 NEWARK, DE 19713-2107 US	Common Stock	

ORCHIDS PAPER PRODUCTS COMPANY
LIST OF EQUITY SECURITY HOLDERS

Equity Holders	Address of Equity Holder	Type of Equity Security	Holding
SACHIN GOYAL	500 STANTON CHRISTIANA ROAD, OPS 4 FLOOR 02 NEWARK , DE 19713-2107 US	Common Stock	
SACHIN GOYAL	500 STANTON CHRISTIANA ROAD, OPS 4 FLOOR 02 NEWARK , DE 19713 US	Common Stock	
ANTHONY MILO	7033 LOUIS STEVENS DRIVE GLOBAL PROXY SERVICES RESEARCH TRIANGLE PARK , NC 27560 US	Common Stock	
MATT BUETTNER	2801 MARKET STREET H0006-09B ST. LOUIS , MO 63103 US	Common Stock	
DFA AUSTRALIA, LTD	GATEWAY 1 MACQUARIE PLACE LEVEL 43 SYDNEY, NSW 2000 AUSTRALIA	Common Stock	
LANCE WELLS	5001 KINGSLEY DRIVE MAIL DROP 1MOB2D CINCINNATI , OH 45227 US	Common Stock	
JUANITA NICHOLS	8800 TINICUM BLVD MAILSTOP F6-F266-02-2 PHILADELPHIA , PA 19153 US	Common Stock	
DEAN GALLI	AD. D. JOAO II N.49 LISBON , 1988-028 PORTUGAL	Common Stock	
CHRIS WIEGAND	501 N BROADWAY ONE FINANCIAL PLAZA ST LOUIS , MO 63102 US	Common Stock	
LOUISE TORANGEAU	1 FIRST CANADIAN PLACE 13TH FL P. 0. BOX 150 TORONTO, ON M5X 1H3 CANADA	Common Stock	
KAREN OLIVERES	200 BAY STREET, 6TH FLOOR ROYAL BANK PLAZA NORTH TOWER TORONTO, ON M5J 2W7 CANADA	Common Stock	
SARA BATTEN	5022 GATE PARKWAY SUITE 100 JACKSONVILLE , FL 32256 US	Common Stock	
KEN SIMPSON	2 PERIMETER PARK SOUTH SUITE 100W BIRMINGHAM , AL 35243 US	Common Stock	
VERONIQUE LEMIEUX	1060 UNIVERSITY STREET SUITE 101 MONTREAL, PQ H5B 5L7 Canada	Common Stock	
BILIANA STOIMENOVA	1700 PACIFIC AVENUE SUITE 1400 DALLAS , TX 75201 US	Common Stock	
KEVIN MURPHY	660 S. FIGUEROA STREET SUITE 1450 LOS ANGELES , CA 90017 US	Common Stock	
JENNIFER MAY	525 WILLIAM PENN PLACE SUITE 153-0400 PITTSBURGH , PA 15259 US	Common Stock	
HOWARD FLAXER	3501 QUADRANGLE BLVD SUITE 200 ORLANDO , FL 32817 US	Common Stock	
JESSE W. SPROUSE	8006 DISCOVERY DRIVE SUITE 200 RICHMOND , VA 23229 US	Common Stock	

ORCHIDS PAPER PRODUCTS COMPANY
LIST OF EQUITY SECURITY HOLDERS

Equity Holders	Address of Equity Holder	Type of Equity Security	Holding
ANGELA HANDELAND	400 1ST STREET SOUTH SUITE 300 ST. CLOUD , MN 56301 US	Common Stock	
STEPHANIE KAPTA	1555 N RIVERCENTER DRIVE SUITE 302 MILWAUKEE , WI 53212 US	Common Stock	
RHONDA JACKSON	1201 ELM STREET SUITE 3500 DALLAS , TX 75270 US	Common Stock	
MELLON INVESTMENTS CORPORATION	50 FREMONT STREET SUITE 3900 SAN FRANCISCO, CA 94105 US	Common Stock	
ANH MECHALS	9300 UNDERWOOD AVENUE SUITE 400 OMAHA, NE 68114 US	Common Stock	
DAVID BIALER	8050 SW 10TH STREET SUITE 400 PLANTATION , FL 33324 US	Common Stock	
ADVISORY RESEARCH, INC.	TWO PRUDENTIAL PLAZA - 180 NORTH STETSON AVE SUITE 5500 CHICAGO, IL 60601 US	Common Stock	
INVESCO CAPITAL MANAGEMENT, LLC	3500 LACEY ROAD SUITE 700 DOWNERS GROVE, IL 60515 US	Common Stock	
LUKE HOLLAND	1200 LANDMARK CENTER SUITE 800 OMAHA, NE 68102 US	Common Stock	
KIM VILARA	175 W. JACKSON BLVD SUITE400 CHICAGO , IL 60605 US	Common Stock	
THE VANGUARD GROUP, INC.	100 VANGUARD BOULEVARD V26 MALVERN, PA 19355 US	Common Stock	
ANNA MEDEIROS	1010 DE LA GAUCHETIERE MONTREAL, BC H3B 5J2 CANADA	Common Stock	
BLACKROCK FUND ADVISORS	400 HOWARD STREET SAN FRANCISCO, CA 94105 US	Common Stock	
BML CAPITAL MANAGEMENT, LLC	156 SOUTH FIRST STREET ZIONSVILLE, IN 46077 US	Common Stock	
GAMCO ASSET MANAGEMENT, INC.	ONE CORPORATE CENTER RYE, NY 10580-1422 US	Common Stock	
J.P. MORGAN INVESTMENT MANAGEMENT, INC.	270 PARK AVENUE NEW YORK, NY 10017-2014 US	Common Stock	
LORD, ABBETT & CO., LLC (ASSET MANAGEMENT)	90 HUDSON STREET JERSEY CITY, NJ 07302-3973 US	Common Stock	
NORTHERN TRUST INVESTMENTS, INC.	50 SOUTH LASALLE STREET CHICAGO, IL 60603-1008 US	Common Stock	
STATE STREET GLOBAL ADVISORS (SSGA)	STATE STREET FINANCIAL CENTER ONE LINCOLN STREET 33RD FLOOR BOSTON, MA 02111-2900	Common Stock	
T. ROWE PRICE ASSOCIATES, INC.	100 EAST PRATT STREET BALTIMORE, MD 21202 US	Common Stock	
UBS FINANCIAL SERVICES, INC. (INVESTMENT ADVISOR)	1200 HARBOR BOULEVARD WEEHAWKEN, NJ 07086 US	Common Stock	
WILEN MANAGEMENT COMPANY, INC.	14551 MERAVI DRIVE BONITA SPRINGS, FL 34135	Common Stock	

ORCHIDS PAPER PRODUCTS COMPANY
LIST OF EQUITY SECURITY HOLDERS

Equity Holders	Address of Equity Holder	Type of Equity Security	Holding
DAVID DEMARZO	1114 WOODBERRY DR MOUNTIAN TOP, PA 18707-9273 US	Common Stock	
FABRICA DE PAPEL SAN FRANCISCO S A DE CV	KM 5 5 BLVD LOPEZ MATEOS CENTRO INDUSTRIAL MARGAR MEXICALI BAJA CALIFORNIA, MEXICO	Common Stock	
DOUGLAS E HAILEY	4 S BRISA FRESCA SANTA FE, NM 87506-0101 US	Common Stock	
THE JOHNSON REVOCABLE TRUST	BOX 271 YUBA CITY, CA 95992-0271 US	Common Stock	
CHARLES E SEELY	1345 S 442 SALINA, OK 74365-2483 US	Common Stock	
JERRY TRAVERS	525 WASHINGTON BLVD JERSEY CITY, NJ 07310 US	Common Stock	
ELIZABETH ROLWES	201 PROGRESS PARKWAY MARYLAND HEIGHTS , MO 63043-3042 US	Common Stock	
BEN BEGUIN	14321 N. NORTHSIGHT BOULEVARD SCOTTSDALE , AZ 85260 US	Common Stock	
SCOTT GIAIMO	300 VESEY STREET NEW YORK , NY 10282 US	Common Stock	
HAN LEE	645 MADISON AVENUE NEW YORK, NY 10022 US	Common Stock	
KRISTIN KENNEDY	9785 TOWNE CENTRE DRIVE SAN DIEGO, CA 92121-1968 US	Common Stock	
ALAN FERREIRA	P.O. BOX 30014 LOS ANGELES, CA 90030 US	Common Stock	
EARL WEEKS	4804 DEAR LAKE DR E JACKSONVILLE , FL 32246 US	Common Stock	
CHRISTINA YOUNG	2423 E LINCOLN DRIVE PHOENIX, AZ 85016-1215 US	Common Stock	
SUZANNE BROOD	200 S 108TH AVE. OMAHA, NE 68154-2631 US	Common Stock	
JANE FLOOD	1000 HARBOR BLVD WEEHAWKEN , NJ 07086 US	Common Stock	
PETER CLOSS	499 WASHINGTON BOULEVARD JERSEY CITY , NJ 07310 US	Common Stock	
JOANNE PADARATHSINGH	499 WASHINGTON BOULEVARD JERSEY CITY , NJ 07310 US	Common Stock	
ANTHONY SCIARAFFO	1301 SIXTH AVE NEW YORK , NY 10019 US	Common Stock	
ANTHONY SCIARAFFO	400 JEFFERSON PARK WHIPPANY , NJ 07981 US	Common Stock	
STEVE SCHAFER SR	60 S 6TH ST - P09 MINNEAPOLIS , MN 55402-4400 US	Common Stock	
ANDREA AUGUSTIN	8050 SW 10 ST PLANTATION , FL 33324 US	Common Stock	
KEVIN BROWN	60 LIVINGSTON AVE ST. PAUL, MN 55107-1419 US	Common Stock	
CHARLES HUGHES	480 WASHINGTON BLVD JERSEY CITY , NJ 07310 US	Common Stock	
PAUL MITSAKOS	480 WASHINGTON BLVD. JERSEY CITY , NJ 07310 US	Common Stock	
JANICA BRINK	545 WASHINGTON BLVD. JERSEY CITY , NJ 07310 US	Common Stock	

ORCHIDS PAPER PRODUCTS COMPANY
LIST OF EQUITY SECURITY HOLDERS

Equity Holders	Address of Equity Holder	Type of Equity Security	Holding
RITA LINSKEY	8 THIRD STREET NORTH GREAT FALLS , MT 59401 US	Common Stock	
VICTOR LAU	34 EXCHANGE PLACE PLAZA II JERSEY CITY , NJ 07311 US	Common Stock	
JOSEPH LAVARA	ONE PERSHING PLAZA JERSEY CITY , NJ 07399 US	Common Stock	
DIANE TOBEY	77 SUMMER STREET BOSTON , MA 02110 US	Common Stock	
ABIGAIL DAVIES	388 GREENWICH STREET NEW YORK , NY 10013 US	Common Stock	
KARIN MCCARTHY	8 GREENWICH OFFICE PARK GREENWICH , CT 06831 US	Common Stock	
OSCAR MAZARIO	85 BROAD STREET NEW YORK , NY 10004 US	Common Stock	
ROBERTA GREEN	880 CARILION PARKWAY SAINT PETERSBURG , FL 33716 US	Common Stock	
ERIN M STIELER	682 AMP FINANCIAL CENTER MINNEAPOLIS , MN 55474 US	Common Stock	
GREG WRAALSTAD	901 3RD AVE SOUTH MINNEAPOLIS , MN 55474 US	Common Stock	
JERRY PARRILLA	1776 HERITAGE DR NORTH QUINCY , MA 02171 US	Common Stock	
CHRISTINE SULLIVAN	1776 HERITAGE DR NORTH QUINCY , MA 02171 US	Common Stock	
NATHAN ASHWORTH	33 CANNON STREET LONDON, EC4M 5SB UK	Common Stock	
ERIC GREENE	ONE FREEDOM VALLEY DRIVE OAKS , PA 19456 US	Common Stock	
JENNIFER MAY	525 WILLIAM PENN PLACE PITTSBURGH , PA 15259 US	Common Stock	
KAREN T JOHNDROW	1776 HERITAGE DRIVE NORTH QUINCY, MA 02171 US	Common Stock	
DIANA MASON	1 FREEDOM VALLEY DRIVE OAKS , PA 19456 US	Common Stock	
MYRIAM PIERVIL	1776 HERITAGE DRIVE NORTH QUINCY , MA 02171 US	Common Stock	
JERRY PARRILLA	1776 HERITAGE DRIVE NORTH QUINCY , MA 02171 US	Common Stock	
TRINA ESTREMERA	1776 HERITAGE DRIVE NORTH QUINCY , MA 02171 US	Common Stock	
RODERICK ROOPSINGH	22 FRONT STREET TORONTO, ON M5J 2W5 CANADA	Common Stock	
RACHEL GALDONES	131 SOUTH DEARBORN STREET CHICAGO , IL 60603 US	Common Stock	
ANTHONY SCIARAFFO	1301 SIXTH AVE NEW YORK , NY 10019 US	Common Stock	
EARL WEEKS	4804 DEERLAKE DR. E. JACKSONVILLE , FL 32246 US	Common Stock	

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	
ORCHIDS PAPER PRODUCTS COMPANY, *et al.*,[1]	Chapter 11
	Case No. 19-_____ (___)
Debtors.	(Joint Administration Pending)

CONSOLIDATED CORPORATE OWNERSHIP STATEMENT PURSUANT TO FEDERAL RULES OF BANKRUPTCY PROCEDURE 1007AND 7007.1

Pursuant to Rule 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the above-captioned debtors and debtor in possession (collectively, the "**Debtors**") attach hereto as Exhibit A an organizational chart reflecting all of their ownership interests. The Debtors respectfully represent as follows:

1. To the best of the Debtors' knowledge and belief, no person or entity directly owns 10% or more of the equity interests of Orchids Paper Products Company.

2. Orchids Paper Products Company owns one hundred percent (100%) of the equity interests of Orchids Paper Products Company of South Carolina.

3. Orchids Paper Products Company owns one hundred percent (100%) of the equity interests of Orchids Lessor SC, LLC.

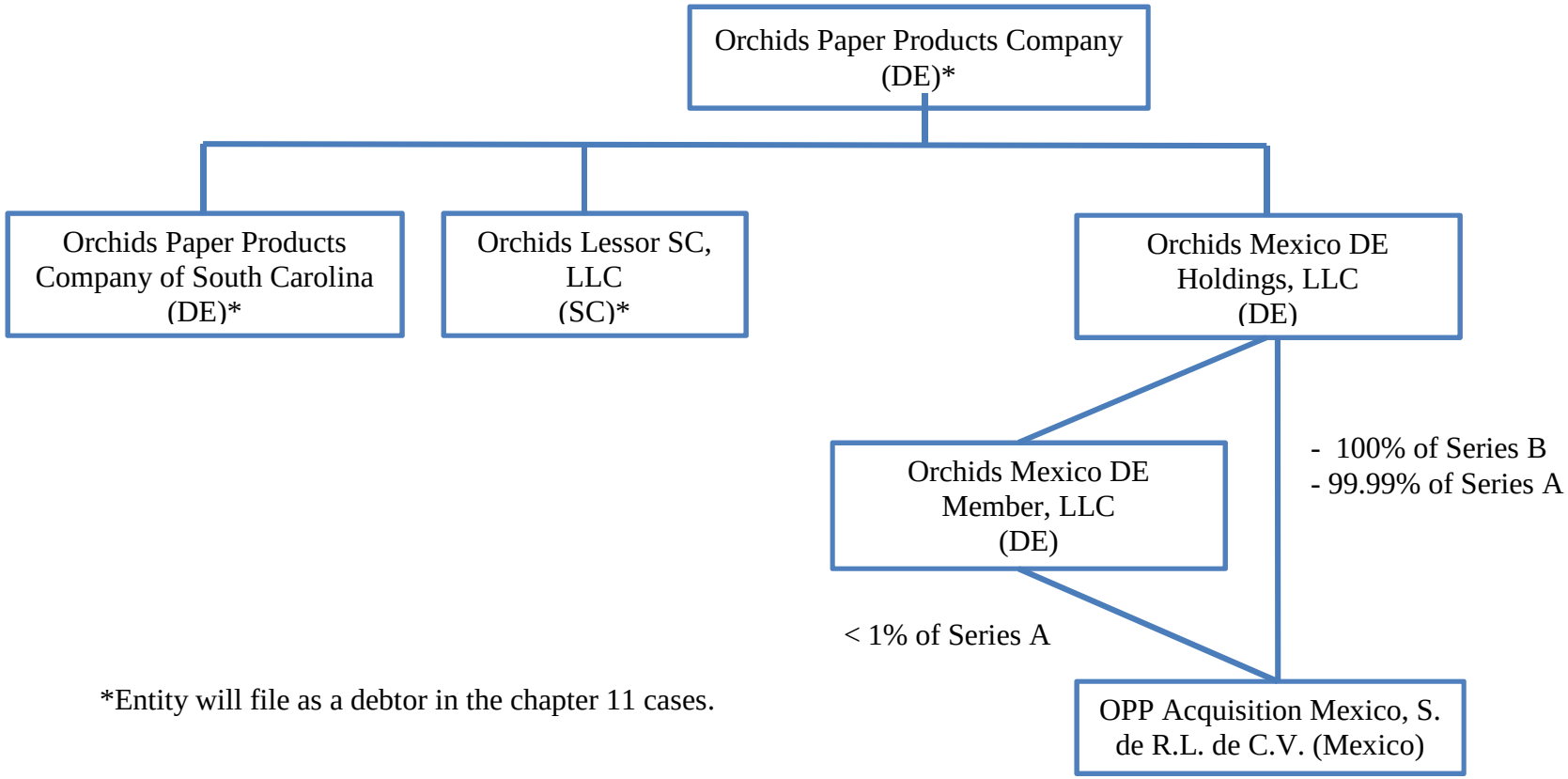
[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are Orchids Paper Products Company, a Delaware corporation (6944), Orchids Paper Products Company of South Carolina, a Delaware corporation (7198), and Orchids Lessor SC, LLC, a South Carolina limited liability company (7298). The location of the Debtors' mailing address is 201 Summit View Drive, Suite 110, Brentwood, Tennessee 37027.

EXHIBIT A

(Organizational Chart)

Orchids Paper Products Company

Entity Organizational Chart



*Entity will file as a debtor in the chapter 11 cases.

ORCHIDS PAPER PRODUCTS COMPANY

Action by Unanimous Written Consent of the Board of Directors
Effective March 31, 2019

The undersigned, being all of the members of the Board of Directors (the "Board") of Orchids Paper Products Company, a Delaware corporation (the "Company"), hereby adopt the following resolutions by written consent pursuant to Section 23 of the Amended and Restated Bylaws of the Company (as amended, the "Bylaws") and Section 141(f) of the Delaware General Corporation Law.

WHEREAS, the Company and its subsidiaries are engaged in the business of, directly or indirectly, producing bulk tissue paper and converting and manufacturing such bulk tissue paper into consumer tissue products for sale and distribution (the "Business");

WHEREAS, the Board has considered presentations by management and the financial and legal advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it and the effect of the foregoing on the Company's business;

WHEREAS, the Board has had the opportunity to consult with the management and the financial and legal advisors of the Company and fully consider each of the strategic alternatives available to the Company; and

WHEREAS, following a lengthy exploration and evaluation of strategic options with the assistance of the Company's legal, financial, and other advisors, the Board has concluded that, based on information currently available to the Board, but subject to the right to determine an alternative course of action is preferable, it is in the best interests of the Company, its creditors, and its equity holders to enter into a transaction (the "Transaction") pursuant to which the Company would transfer substantially all of the assets and liabilities which are directly related to, necessary for, used in connection with or incurred in connection with the Business to Orchids Investment LLC, a Delaware limited liability company (in such capacity, the "Purchaser"), or its designees, in accordance with Sections 105, 363, and 365 of Chapter 11 of Title 11 of the United States Code (the Bankruptcy Code") and pursuant to and in accordance with the terms and conditions of an Asset Purchase Agreement by and between the Purchaser, the Company and certain subsidiaries of the Company substantially in the form attached hereto as Exhibit A (the "Purchase Agreement") and related Option Agreement substantially in the form attached hereto as Exhibit B (the "Option Agreement"), subject to higher and better bids, if any, at an auction to be conducted pursuant to bidding procedures approved by the Bankruptcy Court (as defined below).

I. CHAPTER 11 FILING

NOW, THEREFORE, IT IS RESOLVED, that in the judgment of the Board it is desirable and in the best interests of the Company to appoint Richard S. Infantino of Deloitte Transactions and Business Analytics LLP to serve as interim chief strategic officer (the "Interim Chief Strategy Officer") of the Company; and it is

RESOLVED FURTHER, that in the judgment of the Board, it is desirable and in the best interests of the Company, that the Company shall be, and hereby is, authorized to file or cause to be filed voluntary petitions for relief for the Company and each of the Company's subsidiaries (each affiliate is listed on the attached Schedule 1 and collectively referred to herein as the "Chapter 11 Cases") under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in a court of proper jurisdiction (the "Bankruptcy Court"); and it is

RESOLVED FURTHER, that the Chief Executive Officer, Interim Chief Strategy Officer, and any officer of the Company (collectively, the "Authorized Officers"), acting alone or with one or more other Authorized Officers be, and they hereby are, authorized, empowered and directed to execute and file on behalf of the Company all petitions, schedules, lists and other motions, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Business; and it is

RESOLVED FURTHER, that the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and they hereby are, authorized, empowered and directed to certify the authenticity of these resolutions.

II. RETENTION OF PROFESSIONALS

RESOLVED FURTHER, that each of the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Polsinelli PC as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, each of the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Polsinelli PC; and it is

RESOLVED FURTHER, that each of the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Deloitte Transactions and Business Analytics LLP to assist the Interim Chief Strategy Officer and the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Officers are, with power of delegation, hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Deloitte Transactions and Business Analytics LLP; and it is

RESOLVED FURTHER, that each of the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Houlihan Lokey Capital, Inc. as investment banker and financial advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all action to advance the Company's right and obligations; and in connection therewith, each of the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate

retainers, and to cause to be filed an appropriate application for authority to retain the services of Houlihan Lokey Capital, Inc.; and it is

RESOLVED FURTHER, that each of the Authorized Officers be, and they hereby are, authorized and directed to employ Prime Clerk LLC as notice, claims, and balloting agent and as administrative advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Prime Clerk LLC; and it is

RESOLVED FURTHER, that each of the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, each of the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and it is

RESOLVED FURTHER, that each of the Authorized Officers be, and they hereby are, with power of delegation, authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that each of the Authorized Officers deem necessary, proper, or desirable in connection with the Chapter 11 Cases, with a view to the successful prosecution of such cases.

III. CASH COLLATERAL AND ADEQUATE PROTECTION

RESOLVED FURTHER, that the Company will obtain benefits from the use of collateral, including cash collateral, as that term is defined in Bankruptcy Code section 363(a) (the "Collateral"), which is security for Orchids Investment LLC, a Delaware limited liability company, as Lender, and Ankura Trust Company, as Administrative Agent (collectively, the "Prepetition Secured Parties"), as set forth in that certain Second Amended and Restated Credit Agreement, dated as of June 25, 2015 (as amended, modified, or supplemented from time to time, the "Credit Agreement"); and it is

RESOLVED FURTHER, that to use and obtain the benefits of the Collateral and in accordance with Bankruptcy Code section 363, the Company will provide certain adequate protection to the Prepetition Secured Parties (the "Adequate Protection Obligations"), as documented in a proposed interim order (the "Cash Collateral Order") and submitted for approval to the Bankruptcy Court, provided, for the avoidance of doubt, that the Company's subsidiary and party to the Chapter 11 Cases, Orchids Lessor SC, LLC ("Orchids SC"), is not providing such adequate protection to the Prepetition Secured Parties and shall not be party to the Cash Collateral Documents, the Adequate Protection Documents, or the Adequate Protection Transactions (each as defined below); and it is

RESOLVED FURTHER, that the form, terms and provisions of the Cash Collateral Order to which the Company is or will be subject, and the actions and transactions contemplated thereby be, and hereby are authorized, adopted and approved, and each of the Authorized Officers of the Company be, and they hereby are, authorized and empowered, in the name of and on behalf of the Company, to take such actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform, and cause the performance of, the Cash Collateral Order, and such other agreements, certificates, instruments, receipts, petitions, motions or other papers or documents to which the Company is or will be a party (collectively with the Cash Collateral Order, the "Cash Collateral Documents"), incur and pay or cause to be paid all fees and expenses and engage such persons, in each case, in the form or substantially in the form thereof submitted to the Directors, with such changes, additions, and modifications thereto as the officers of the Company executing the same shall approve, such approval to be conclusively evidenced by such officers' execution and delivery thereof; and it is

RESOLVED FURTHER, that the Company, as debtor and debtor-in-possession under the Bankruptcy Code be, and hereby is, authorized to incur the Adequate Protection Obligations (as set forth in the Cash Collateral Order) and to undertake any and all related transactions on substantially the same terms as contemplated under the Cash Collateral Documents (collectively, the "Adequate Protection Transactions"); and it is

RESOLVED FURTHER, that the Authorized Officers of the Company be, and they hereby are, authorized and directed, and each of them acting alone hereby is, authorized, directed, and empowered in the name of, and on behalf of, the Company, as debtor and debtor in possession, to take such actions as in their discretion is determined to be necessary, desirable, or appropriate and execute the Adequate Protection Transactions, including delivery of: (a) the Cash Collateral Documents and such agreements, certificates, instruments, guaranties, notices and any and all other documents, including, without limitation, any amendments to any Cash Collateral Documents (collectively, the "Adequate Protection Documents"); (b) such other instruments, certificates, notices, assignments, and documents as may be reasonably requested by the Prepetition Secured Parties; and (c) such forms of deposit, account control agreements, officer's certificates and compliance certificates as may be required by the Cash Collateral Documents or any other Adequate Protection Document; and it is

RESOLVED FURTHER, that each of the Authorized Officers of the Company be, and they hereby are, authorized, directed, and empowered in the name of, and on behalf of, the Company to take all such further actions, including, without limitation, to pay or approve the payment of all fees and expenses payable in connection with the Adequate Protection Transactions and all fees and expenses incurred by or on behalf of the Company in connection with the foregoing resolutions, in accordance with the terms of the Adequate Protection Documents, which shall in their sole judgment be necessary, proper or advisable to perform the Company's obligations under or in connection with the Cash Collateral Order or any of the other Adequate Protection Documents and the transactions contemplated therein and to carry out fully the intent of the foregoing resolutions; and it is

RESOLVED FURTHER, that each of the Authorized Officers of the Company be, and they hereby are, authorized, directed, and empowered in the name of, and on behalf of, the Company, to execute and deliver any amendments, supplements, modifications, renewals,

replacements, consolidations, substitutions and extensions of the Cash Collateral Order or any of the Adequate Protection Documents or to do such other things which shall in their sole judgment be necessary, desirable, proper, or advisable to give effect to the foregoing resolutions, which determination shall be conclusively evidenced by their execution thereof.

IV. DEBTOR-IN-POSSESSION FINANCING

RESOLVED FURTHER, that the Company, as debtor and debtor-in-possession under the Chapter 11 Case, shall be, and hereby is, authorized to: (a) undertake any and all transactions contemplated in the Senior Secured Superpriority Debtor-In-Possession Creditor Agreement (the "DIP Credit Agreement") by and among the Company, as Borrower, Black Diamond Commercial Finance, L.L.C., as Administrative Agent, and Orchids Investment LLC and such other Lenders thereto (collectively, the "DIP Lenders"), on substantially the terms and subject to the conditions described to the Board and as set forth in the DIP Credit Agreement substantially in the form attached hereto as Exhibit C or as may hereafter be fixed or authorized by each of the Authorized Officers (and their designees and delegates), acting alone or with one or more other Authorized Officers; (b) borrow funds from and undertake any and all related transactions contemplated thereby (collectively, the "Financing Transactions" and each such transaction a "Financing Transaction") with the DIP Lenders and on such terms as may be approved by any one or more of the Authorized Officers, as reasonably necessary for the continuing conduct of the affairs of the Company; (c) execute and deliver and cause the Company to incur and perform its obligations under the DIP Credit Agreement and Financing Transactions; (d) finalize the DIP Credit Agreement and Financing Transactions, consistent in all material respects with those that have been presented to and reviewed by the Board; and (e) pay related fees and grant security interests in and liens upon some, any or all of the Company's assets, as may be deemed necessary by any one or more of the Authorized Officers in connection with such Financing Transactions, provided, for the avoidance of doubt, that Orchids SC shall not be a party to the Financing Transactions or any of the DIP Loan Documents or the DIP Financing Documents (each as defined below); and it is

RESOLVED FURTHER, that each of the Authorized Officers (and their designees and delegates), acting alone or with one or more other Authorized Officers be, and they hereby are, authorized, directed, and empowered in the name of, and on behalf of, the Company, as debtor and debtor-in-possession, to take such actions and negotiate or cause to be prepared and negotiated and to execute, file, deliver and cause the Company to incur and perform its obligations under the DIP Credit Agreement and the other "DIP Loan Documents" (as defined in the DIP Credit Agreement) (collectively, the "DIP Loan Documents"), and all other agreements, instruments and documents or any amendments thereto or waivers thereunder (including, without limitation, any amendments, waivers or other modifications of any of the DIP Loan Documents) that may be contemplated by, or required in connection with, the DIP Credit Agreement, the other DIP Loan Documents and the Financing Transactions (collectively, the "DIP Financing Documents"), incur and pay or cause to be paid all fees and expenses and engage such persons, in each case, as such Authorized Officer shall in his or her judgment determine to be necessary or appropriate to consummate the transactions contemplated by the DIP Credit Agreement and the other DIP Loan Documents, which determination shall be conclusively evidenced by his or her execution or delivery thereof; and it is

RESOLVED FURTHER, that the form, terms and provisions of the DIP Credit Agreement and each of the other DIP Loan Documents to which the Company is a party be, and the same hereby are in all respects approved, and that any Authorized Officers or other officers of the Company are hereby authorized and empowered, in the name of and on behalf of the Company, to execute and deliver and to execute and file the DIP Credit Agreement and each of the DIP Loan Documents to which the Company is a party, each in the form or substantially in the form thereof submitted to the Board, with such changes, additions and modifications thereto as the officers of the Company executing the same shall approve, such approval to be conclusively evidenced by such officers' execution and delivery thereof; and it is

RESOLVED FURTHER, that the Authorized Officers and each other officer of the Company be, and each of them hereby are, authorized and empowered to authorize the DIP Lenders to file any UCC financing statements and any necessary assignments for security or other documents in the name of the Company that the DIP Lenders deem necessary or appropriate to perfect any lien or security interest granted under the DIP Loan Documents, including any such UCC financing statement containing a super-generic description of collateral, such as "all assets," "all property now or hereafter acquired" and other similar descriptions of like import, and to execute and deliver, and to record or authorize the recording of, such mortgages and deeds of trust in respect of real property of the Company and such other filings in respect of intellectual and other property of the Company, in each case as the DIP Lenders may reasonably request to perfect the security interests of the DIP Lenders under the DIP Loan Documents; and it is

RESOLVED FURTHER, that each of the Authorized Officers be, and hereby are, authorized and empowered, in consultation with the Board, to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the DIP Credit Agreement or any of the other DIP Loan Documents or any of the other DIP Financing Documents, and to execute and file on behalf of the Company all petitions, schedules, lists and other motions, papers or documents, which shall in his or her sole judgment be necessary, proper or advisable, which determination shall be conclusively evidenced by his or her execution thereof; and it is

RESOLVED FURTHER, that the Company will obtain benefits from the incurrence of the loans and letters of credit under the DIP Credit Agreement as the borrower and the occurrence and consummation of the Financing Transactions under the DIP Credit Agreement and the DIP Loan Documents and the transactions under the DIP Financing Documents, which are necessary and appropriate to the conduct, promotion and attainment of the business of the Company; and it is

RESOLVED FURTHER, that that the capitalized terms used in the resolutions under the caption "Debtor-in-Possession Financing" and not otherwise defined herein shall have the meanings ascribed to such terms in the DIP Credit Agreement.

V. ASSET PURCHASE AGREEMENT

RESOLVED FURTHER, that the form, terms, and provisions of the Asset Purchase Agreement and Option Agreement, including all exhibits, schedules, and ancillary documents thereto, be, and hereby are, approved; and it is

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and empowered to execute and deliver the Asset Purchase Agreement and Option Agreement, including all exhibits and schedules attached thereto, in the name and on behalf of the Company with such additions, deletions or changes therein (including, without limitation, any additions, deletions or changes to any schedules or exhibits thereto) as the Authorized Officer executing the same shall approve (the execution and delivery thereof by any such Authorized Officer to be conclusive evidence of his or her approval of any such additions, deletions or changes); and it is

RESOLVED FURTHER, that the Company be, and hereby is, authorized to perform all of its obligations under the Asset Purchase Agreement and Option Agreement, including, but not limited to, the Transaction; and it is

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and empowered to take all such further action and to execute and deliver all such further agreements, certificates, instruments and documents, in the name and on behalf of the Company, to pay or cause to be paid all expenses; to take all such other actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions.

VI. GENERAL

RESOLVED FURTHER, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the Authorized Officers (and their designees and delegates) be, and they hereby are, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such officer's or officers' judgment, shall be necessary, advisable or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and it is

RESOLVED FURTHER, that all members of the Board have received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waive any right to have received such notice; and it is

RESOLVED FURTHER, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act,

transaction, agreement or certificate has been specifically authorized in advance by resolution of the Board; and it is

RESOLVED FURTHER, that each of the Authorized Officers (and their designees and delegates) be and hereby are authorized and empowered to take all actions or to not take any action in the name of the Company with respect to the transactions contemplated by these resolutions hereunder as the sole stockholder, member, or managing member of each direct subsidiary of the Company, in each case, as such Authorized Officer shall deem necessary or desirable in such Authorized Officers' reasonable business judgment as may be necessary or appropriate to effectuate the purposes of the transactions contemplated herein.

This Consent may be signed in one or more counterparts, each of which shall be deemed an original, and all of which shall constitute one instrument.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned, being all of the directors of the Company, do hereby consent to the foregoing actions as of the date first written above.

Steven R. Berlin

John C. Guttilla

Douglas E. Hailey

Elaine MacDonald

Mark H. Ravich

Jeffrey S. Schoen

Pete Vincent

From: Donald Figliulo
Sent: Sunday, March 31, 2019 10:15 AM
To: Jerry Switzer; Pete Vincent
Subject: Fwd: Project Odyssey - Board Resolutions re Chp 11 Transaction
Attachments: image001.jpg; ATT00001.htm; Project Odyssey - Board Approval Sig Page-c.pdf; ATT00002.htm; # 67456127 v 8 (Project Odyssey - Resolutions re Chp 11 Transaction)-c.DOCX; ATT00003.htm; Orchids - Director Signature Pages (10-K 2019)-c.pdf; ATT00004.htm

Sent From my IPhone

Begin forwarded message:

From: John Guttilla [redacted]
Date: March 31, 2019 at 10:01:55 AM CDT
To: 'Donald Figliulo' [redacted]
Subject: RE: Project Odyssey - Board Resolutions re Chp 11 Transaction

Don …I have sign these Documents and will send you copies Monday

John Guttilla
Partner
[redacted]

IN WITNESS WHEREOF, the undersigned, being all of the directors of the Company, do hereby consent to the foregoing actions as of the date first written above.

Steven R. Berlin

John C. Guttilla

Douglas E. Hailey

Elaine MacDonald

Mark H. Ravich

Jeffrey S. Schoen

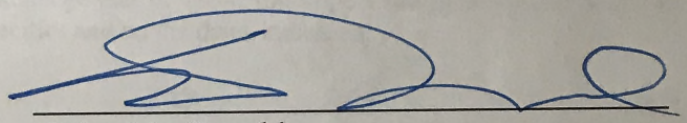
[*Signature Page to Unanimous Written Consent of the Board of Directors of Orchids Paper Products Company*]

IN WITNESS WHEREOF, the undersigned, being all of the directors of the Company, do hereby consent to the foregoing actions as of the date first written above.

_____
Steven R. Berlin

_____
John C. Guttilla

_____
Douglas E. Hailey



_____
Elaine MacDonald

_____
Mark H. Ravich

_____
Jeffrey S. Schoen

Pete Vincent

From: Mark Ravich [redacted]
Sent: Sunday, March 31, 2019 9:55 PM
To: Donald Figliulo
Cc: Steve Berlin; [redacted]; LLC Taglich Private Equity [redacted]; Elaine MacDonald ([redacted]); Jeffrey S Schoen; [redacted]; Jerry Switzer; Pete Vincent
Subject: Re: Project Odyssey - Board Resolutions re Chp 11 Transaction

I consent to all the filings.
Mark Ravich

Sent from my iPhone

On Mar 30, 2019, at 3:30 PM, Donald Figliulo <[redacted]> wrote:

> Here is the execution version of the Board consent (i) authorizing the Chapter 11 filing and related matters, (ii) approving the form of Asset Purchase Agreement and related Option Agreement , and (iii) approving the DIP loan agreement.
>
> The second attachment is a stand-alone signature page to the Agreement . Please sign and return that page to me at your earliest convenience.
>
> Please also send me your signature to the 10-K report.
>
> Thank you and please drop me a note if you have any questions.

This electronic mail message contains CONFIDENTIAL information which is (a) ATTORNEY - CLIENT PRIVILEGED COMMUNICATION, WORK PRODUCT, PROPRIETARY IN NATURE, OR OTHERWISE PROTECTED BY LAW FROM DISCLOSURE, and (b) intended only for the use of the Addressee(s) named herein. If you are not an Addressee, or the person responsible for delivering this to an Addressee, you are hereby notified that reading, copying, or distributing this message is prohibited. If you have received this electronic mail message in error, please reply to the sender and take the steps necessary to delete the message completely from your computer system.

[redacted]

IN WITNESS WHEREOF, the undersigned, being all of the directors of the Company, do hereby consent to the foregoing actions as of the date first written above.

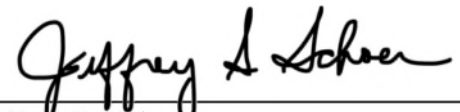
Steven R. Berlin

John C. Guttilla

Douglas E. Hailey

Elaine MacDonald

Mark H. Ravich



Jeffrey S. Schoen

SCHEDULE 1

Orchids Paper Products Company of South Carolina, a Delaware corporation

Orchids Lessor SC, LLC, a South Carolina limited liability company

EXHIBIT A

FORM OF ASSET PURCHASE AGREEMENT

[withheld for this filing]

EXHIBIT B

FORM OF OPTION AGREEMENT

[withheld for this filing]

EXHIBIT C

FORM OF DIP CREDIT AGREEMENT

[withheld for this filing]