

21 March 2013

Luther advises Fortress Group on Sale of Dresden Papier GmbH

Dusseldorf – Fortress Security Papers AG agrees to sell Dresden Papier GmbH, a leading international manufacturer of non-woven wallpaper base paper. Luther Rechtsanwaltsgesellschaft mbH advised the Fortress group of companies on the transaction led by the Canadian lawfirm Sangra Moller LLP.

Fortress Security Papers AG, a subsidiary of Fortress Paper Ltd., a Canadian company listed on the Toronto Stock Exchange, entered into an agreement to sell all the shares of its wholly owned subsidiary, Dresden Papier GmbH. Buyer is Glatfelter Gernsbach GmbH & Co. KG – a subsidiary of the American P.H. Glatfelter Co., one of the world's largest manufacturers of specialty papers. The agreement was signed in the mid of March. The aggregate purchase price is EUR 160 Mio or USD 209 Mio, subject to working capital adjustment. The transaction is subject to certain customary conditions, including approvals from the German and Ukrainian antitrust authorities. Luther acted as German counsel on behalf of the Fortress Group, including the seller, on this transaction.

About Fortress Security Papers AG

Fortress Security Papers AG, with its statutory seat in Landquart, Switzerland, is a wholly owned subsidiary of the Canadian Fortress Paper Ltd. – an international producer of dissolving pulp, specialty papers and security paper products.

About Dresden Papier GmbH

Dresden Papier GmbH operates a mill in the Saxonian city of Heidenau, where it is a leading international manufacturer of non-woven wallpaper base paper.

Background: Rapidly growing market for non-woven wallpaper

Non-woven wallpaper base paper is used for the production of wallpapers as an alternative to traditional paper based wallpaper base. It offers superior quality specifications, in particular dry strip-ability, higher tear resistance, and no material shrinkage or expansion when wet.

About Glatfelter Gernsbach GmbH & Co. KG

Glatfelter Gernsbach GmbH & Co. KG is a subsidiary of P.H. Glatfelter Co. with registered seat in Pennsylvania, USA, one of the world's largest manufacturers of specialty papers.

On behalf of the Fortress group of companiesLead counsel:

Sangra Moller LLP, Vancouver: Winston W. S. Yee, Mihai Ionescu, Robert Pinsent, Evan Griffith

German counsel:

Luther Rechtsanwaltsgesellschaft, Düsseldorf: Anne C. Wegner, LL.M. (Partnerin, Antitrust), Dr Manfred Elkemann-Reusch (Partner, M&A, both responsible), Hans-Christian Ackermann (Partner, employment), Dr Michael Puls (Partner, Tax), Dr Detlef Mäder (Partner, IP/IT), Sophie Oberhammer (Antitrust), Johannes Voß (M&A)

Luther Rechtsanwaltsgesellschaft, Dresden: Dr Frank Lohse (Partner, Corporate)

Luther Rechtsanwaltsgesellschaft, Frankfurt a.M.: Christoph Schauenburg, LL.M. (Partner, Banking, Finance & Capital Markets)

Luther Rechtsanwaltsgesellschaft, Hamburg: Dr Gernot-Rüdiger Engel (Partner), Dr Mathias Mailänder (both Environment Planning Regulatory)

On behalf of P.H. Glatfelter Co. and Glatfelter Gernsbach GmbH & Co. KG

Jones Day, Frankfurt

Brief Profile Luther Rechtsanwaltsgesellschaft mbH

Luther is a leading German commercial law firm that offers comprehensive legal and tax services. The full-service law firm is represented at 11 German economic centres and at important investment locations and financial centres in Europe and Asia with international offices in Brussels, Budapest, London, Luxembourg, Shanghai and Singapore. Our clients are medium-sized enterprises and large corporations, as well as the public sector.

Luther works closely with other commercial law firms in all the prevailing jurisdictions worldwide. On the Continent, Luther is part of a group of independent leading law firms who have worked together for many years on joint cross-border projects. Luther is also the German member of Taxand, a global organisation of tax advisory firms.

Luther Rechtsanwaltsgesellschaft mbH is a law firm with a business approach: our innovative awareness aspires us to provide our clients with customised legal advice that addresses individual needs and delivers the greatest possible economic benefit. Our lawyers and tax advisors have a solid understanding of interdisciplinary matters and a wealth of experience in collaborating on complex tasks. Further information is available at: www.luther-lawfirm.com

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