

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

	x	
<i>In re</i>	:	Chapter 11
NEWPAGE CORPORATION, <i>et al.</i> ,	:	Case No. 11-12804 (KG)
Debtors. ¹	:	Joint Administration Requested
	x	Re: Docket No. 22

**ORDER AUTHORIZING THE DEBTORS TO FILE UNDER SEAL
CERTAIN FEE LETTERS RELATED TO DEBTOR-IN-POSSESSION FINANCING**

Upon the motion, dated September 7, 2011 (the “Motion”), of the debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) for entry of an order (this “Order”) authorizing the Debtors to file the Fee Letters,² attached to the Motion as Exhibit A, under seal; provided, however, that copies of the Fee Letters will be made available to the Office of the United States Trustee for the District of Delaware on a strictly confidential basis and to counsel and financial advisors to any statutory committee appointed in these chapter 11 cases on a strictly confidential and “professionals’ eyes only” basis, and further provided that the estimated aggregate amount of fees and expenses payable by the Debtors in connection with the DIP are disclosed in the DIP Motion and are thereby made a matter of public

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Chillicothe Paper Inc. (6154), Escanaba Paper Company (5598), Luke Paper Company (6265), NewPage Canadian Sales LLC (5384), NewPage Consolidated Papers Inc. (8330), NewPage Corporation (6156), NewPage Energy Services LLC (1838), NewPage Group Inc. (2465), NewPage Holding Corporation (6158), NewPage Port Hawkesbury Holding LLC (8330), NewPage Wisconsin System Inc. (3332), Rumford Paper Company (0427), Upland Resources, Inc. (2996), and Wickliffe Paper Company LLC (8293). The Debtors’ corporate headquarters is located at 8540 Gander Creek Drive, Miamisburg, OH 45342.

² Capitalized terms used but not defined herein shall have those meanings ascribed to them in the Motion.



record; and upon the *Notice of Partial Withdrawal of Relief Requested in Debtors' Motion for Entry of an Order Authorizing the Filing Under Seal of Proposed Debtor-in-Possession Financing Fee Letters* [Docket 49], withdrawing the relief requested in the Motion solely with respect to that Amended and Restated Commitment Letter dated September 6, 2011 (the "Commitment Letter"); and upon the DIP Declaration; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors and other parties in interest; and the Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion was appropriate and no other notice need be provided; and the Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as modified herein.
2. The Debtors are authorized to file the Fee Letters³ under seal pursuant to section 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018, and Local Rule 9018-1(b).

³ Excluding the Commitment Letter, as to which the relief requested by the Motion has been withdrawn; for the purposes of this Order, the defined term "Fee Letters" shall exclude the Commitment Letter.

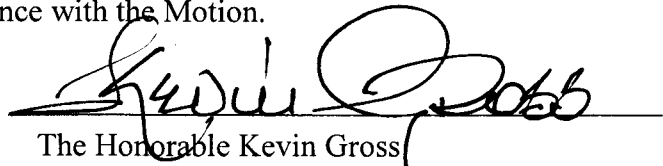
3. The Fee Letters are confidential and shall remain under seal, and shall not be made available to anyone, except that copies of the Fee Letters shall be provided to the Court, the Clerk of the Court, the Office of the United States Trustee for the District of Delaware, and to counsel and financial advisors to any statutory committee appointed in these cases (the “Committee Professionals”), and as further directed by the Court. The Office of the United States Trustee for the District of Delaware shall keep the Fee Letters and the terms thereof strictly confidential and the Committee Professionals shall keep the Fee Letters and the terms thereof strictly confidential and on a “professionals’ eyes only” basis.

4. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

5. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

6. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

Date: September 8, 2011
Wilmington, Delaware


The Honorable Kevin Gross
Chief Judge, United States Bankruptcy Court