

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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*In re* : Chapter 11  
:   
NEWPAGE CORPORATION, *et al.*, : Case No. 11-12804 (KG)  
:   
Debtors.<sup>1</sup> : Jointly Administered  
:   
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**Objection Deadline: September 27, 2011 at 4:30 p.m. (prevailing Eastern time)**  
**Hearing Date: October 4, 2011 at 2:00 p.m. (prevailing Eastern time)**

**DEBTORS' MOTION PURSUANT TO  
BANKRUPTCY RULE 1007(c) FOR EXTENSION OF TIME  
TO FILE SCHEDULES AND STATEMENTS OF FINANCIAL AFFAIRS**

NewPage Corporation ("Newpage") and certain of its subsidiaries and affiliates, as debtors and debtors in possession (collectively with NewPage, the "Debtors"), submit this motion (the "Motion") for an order extending the time for the Debtors to file (i) schedules of (a) assets and liabilities, (b) executory contracts and unexpired leases, and (c) current income and expenditures, and (ii) statements of financial affairs (collectively, the "Schedules") for an additional 45 days beyond the already extended 30-day deadline established by the Local Rules of Bankruptcy Practice and Procedure for the District of Delaware (the "Local Rules"), without prejudice to the Debtors' ability to request additional extensions should they become necessary. In further support of this Motion, the Debtors respectfully represent:

<sup>1</sup> 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.



## **Background**

1. On September 7, 2011 (the “Commencement Date”), each of the Debtors commenced a voluntary case under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). The Debtors continue to operate their businesses and manage their properties as debtors in possession as authorized by sections 1107(a) and 1108 of the Bankruptcy Code.

2. On September 8, 2011, this Court entered an order authorizing the joint administration of the Debtors’ chapter 11 cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”).

## **Jurisdiction and Venue**

3. This Court has subject matter jurisdiction to consider and determine this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

## **The Debtors’ Businesses**

### **A. The Company’s Organization**

4. The Debtors and their non-debtor subsidiaries and affiliates (the “Company”) comprise the largest coated paper manufacturer in North America, based on production capacity. NewPage Group Inc. owns 100% of the common stock of NewPage Holding Corporation, which in turn owns 100% of the common stock of NewPage. NewPage is the Company’s primary operating subsidiary and directly and indirectly owns the other Debtors (the “Subsidiary Debtors”) and various other affiliated non-debtor entities. The Subsidiary Debtors primarily own and operate the various paper mills in the United States. Non-debtor

NewPage Port Hawkesbury Corp. (“NPPH”), which contemporaneously commenced proceedings under Canada’s *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (as amended, the “CCAA”) in the Supreme Court of Nova Scotia, in Halifax, Nova Scotia, Canada (the “Canadian Court,” and the filing, the “Canadian Proceeding”), primarily owns and operates a mill in Canada and manages the Debtors’ Canadian operations.

**B. The Company’s Business**

5. Headquartered in Miamisburg, Ohio, the Company’s mills primarily produce coated paper, which, unlike common writing or typing paper, is typically used in magazines, magazine covers and inserts, corporate annual reports, high-end advertising brochures, direct mail advertising, coated labels, catalogs, and textbooks. While the Company also manufactures supercalendered paper, uncoated paper, specialty labels, and newsprint, coated paper represented approximately 80% of its net sales for the year ended December 31, 2010.

*Manufacturing*

6. The Company operates 16 papermaking machines at paper mills located in Kentucky, Maine, Maryland, Michigan, Minnesota, and Wisconsin, with distribution centers near major print markets, including New York, Chicago, Minneapolis, and Atlanta. As of June 30, 2011, the Company had production capacity of approximately 3.6 million short tons (one short ton equals 2,000 pounds) of paper, including approximately 2.9 million short tons of coated paper, approximately 500,000 short tons of uncoated paper, and approximately 200,000 short tons of specialty paper.

*Sales, Marketing, and Distribution*

7. The Company sells paper products primarily in the United States and Canada, using three sales channels: (a) direct sales, which consist of sales made directly to end-use customers (primarily large companies such as publishers, printers, and retailers);

(b) merchant sales, which consist of sales made to paper merchants and brokers, who in turn sell to end-use customers; and (c) specialty sales, which consist of sales made to packaging and label manufacturers. As part of its distribution chain, the Company owns one warehouse, leases space in approximately 35 warehouses, and uses third parties to ship its products by truck and rail.

### **Events Leading To Chapter 11**

8. Several factors contributed to the commencement of these chapter 11 cases. As with any business, the Debtors' financial performance depends primarily on the demand for its products and the prices at which they can be sold. In the last few years, the Debtors have seen a significant decline in the North American demand for coated paper and, although this decline has impacted many of the markets for the Debtors' key products, it has yet to result in a counterbalancing decrease in the production capacity trying to access those markets.

9. This decrease in demand has stemmed from a number of factors. These include a general decrease in both advertising spending and magazine/catalog circulation driven largely by the current unrest in the global economy and the preceding "great recession"; increases in the use of electronic data transmission and storage; continued expansion of the Internet as a medium for numerous advertising and marketing applications; an increased demand for electronic reading material; and increased postal rates. These factors have contributed to substantial price competition and volatility in the pulp and paper industry.

10. In addition, despite the decline in North American demand, foreign imports from Europe and Asia, driven by similar overcapacity in their own markets, continue to have a negative impact on North American coated paper suppliers. This has led to significant levels of market-related downtime and temporary shutdowns, especially during 2008 and 2009.

11. Finally, the rising costs of raw materials, including significant increases in energy, fuel and chemical costs, have also negatively impacted the Debtors' financial

performance, liquidity and stability. These market factors, exacerbated by the Debtors' relatively high level of structured debt, have resulted in the Debtors seeking chapter 11 protection despite their ability to generate significant levels of EBITDA and unlevered cash flow.

12. By the second quarter of 2011, the Debtors' liquidity position became severely constrained. As a result, the Debtors began to consider various restructuring alternatives, and after considering all available options, the Debtors concluded that seeking chapter 11 relief would be in their best interests, as well as those of their creditors and other parties in interest.

13. As of July 31, 2011, the Company's aggregate workforce consisted of approximately 6,000 employees, of which approximately 70% are represented by labor unions. As of June 30, 2011, the Company's unaudited consolidated balance sheet reflected total assets of approximately \$3.4 billion and total liabilities of approximately \$4.2 billion. For the quarter ended June 30, 2011, the Company reported total gross revenue of approximately \$888 million and Adjusted EBITDA of \$32 million.

#### **Relief Requested**

14. Section 521 of the Bankruptcy Code and Bankruptcy Rule 1007 require the Debtors to file their Schedules within 14 days after the Commencement Date, unless the Court orders otherwise. Local Rule 1007-1(b) extends the filing deadline for the Schedules to 30 days following the Commencement Date if the bankruptcy petition is accompanied by a list of all the debtor's creditors and their addresses, in accordance with Local Rule 1007-2, and if the total number of creditors in a debtor's case exceeds 200. The Debtors have filed a list of creditors in accordance with Local Rule 1007-2, which reflects a total number of creditors in excess of 200 [Docket No. 4]. Therefore, absent the relief requested in this Motion, the Debtors must file their Schedules within 30 days of the Commencement Date, or October 7, 2011.

15. By this Motion, the Debtors respectfully request that the Court extend the 30-day period within which the Debtors must file their Schedules by an additional 45 days, without prejudice to the Debtors' ability to request additional time.

**Basis for Relief**

16. As a result of the size and complexity of their operations, the Debtors anticipate they will be unable to complete their Schedules within the 30 day period, as extended by Local Rule 1007-1(b). To prepare their Schedules, the Debtors must compile information from books, records, agreements, and other documents relating to hundreds of claims, assets, and contracts. Collecting the necessary information requires the Debtors, their employees, and professionals to expend an enormous amount of time, effort, and resources.

17. The preparation of schedules spans 14 Debtors, who together have thousands of creditors, and assets and liabilities across multiple jurisdictions.

18. While the Debtors are mobilizing their employees and professional advisors to work diligently and expeditiously to prepare the Schedules, the Debtors' resources for this task are limited. In view of the amount of work required to complete the Schedules and the competing demands upon the Debtors' employees and professionals in stabilizing business operations during this critical initial postpetition period, the Debtors will not be able to properly and accurately complete the Schedules within the 30-day period.

19. At present, the Debtors anticipate they will require at least 45 additional days to complete the Schedules. The Debtors request that the Court extend the 30-day period by 45 days, without prejudice to the Debtors' right to request further extensions for cause shown.

20. This Court has authority to grant the requested extension under Bankruptcy Rule 1007(c) and Local Rule 1007-1(b). Bankruptcy Rule 1007(c) provides that "any extension of time for the filing of the schedules, statements and other documents required

under this rule may be granted only on motion for cause shown and on notice to the United States trustee and to any committee . . . trustee, examiner, or other party as the court may direct.” Fed. R. Bankr. P. 1007(c). Similarly, Local Rule 1007-1(b) provides that such an extension “shall be granted, for cause, only upon filing a motion by the debtor.” Del. L.R. 1007-1(b).

21. The Debtors submit the vast amount of information the Debtors must assemble and compile, the size and complexity of the Debtors’ business operations, and the many employee and professional hours required to complete the Schedules, together constitute good and sufficient cause for granting the extension of time requested herein. In other chapter 11 cases, courts in this district have approved extensions similar to the extension requested herein. *See, e.g., In re Wash. Mut. Inc.*, No. 08-12229 (MFW) (Bankr. D. Del. Dec. 3, 2008) [Docket No. 380] (order granting a total of 84 days from the commencement date to file schedules and statements); *In re Powermate Holding Corp.*, No. 08-10498 (KG) (Bankr. D. Del. Apr. 14, 2008) [Docket No.109] (order granting a total extension of 74 days from the commencement date for debtors to file their schedules and statements); *In re Buffets Holdings, Inc.*, No. 08-10141 (MFW) (Bankr. D. Del. Mar. 12, 2008) [Docket No. 482] (order granting a total extension of 76 days from the commencement date for debtors to file their schedules and statements); *In re Delta Fin. Corp.*, No. 07-11880 (CSS) (Bankr. D. Del. Jan. 9, 2008) [Docket No. 122](granting debtors an additional 60 days, for a total of 90 days from the commencement date, to file their schedules and statements).

#### Notice

22. No trustee, examiner, or statutory creditors’ committee has been appointed in these chapter 11 cases. Notice of this Motion has been provided by facsimile, electronic mail transmission, overnight delivery and/or hand delivery to the following parties: (i) the Office of the United States Trustee for the District of Delaware; (ii) counsel to JPMorgan Chase, N.A., as

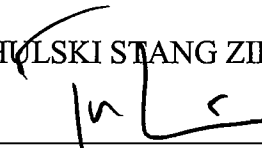
administrative agent for the proposed debtor in possession financing; (iii) counsel to Wells Fargo Capital Finance LLC, as administrative agent for the prepetition senior secured revolver; (iv) counsel to Bank of New York Mellon, as indenture trustee for the 11.375% senior secured first-lien notes due 2014; (v) counsel to HSBC Bank USA, National Association, as indenture trustee for (a) the 10% fixed rate senior secured second lien notes due 2012, (b) the floating rate senior secured second lien notes due 2012, (c) the 12% senior unsecured subordinated notes due 2013, (d) the floating rate senior unsecured PIK notes due 2013, and (e) the floating rate senior unsecured PIK notes due 2015; (vi) counsel to the informal group of certain holders of the 10% fixed rate senior secured second lien notes and floating rate senior secured second lien notes; (vii) counsel to the *ad hoc* steering committee of certain holders of 11.375% senior secured first lien notes; (viii) those creditors holding the 30 largest unsecured claims against the Debtors' estates (on a consolidated basis), and (ix) all parties requesting notice pursuant to Bankruptcy Rule 2002 and Local Rule 2002-1(b). The Debtors submit that no other or further notice need be provided.



WHEREFORE the Debtors respectfully request an order (i) extending the deadline by which the Debtors must file their Schedules by an additional 45 days, and (ii) granting such other and further relief as the Court deems just and proper.

Dated: September 20, 2011  
Wilmington, Delaware

PACHOLSKI STANG ZIEHL & JONES LLP



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Laura Davis Jones (Bar No. 2436)  
Michael R. Seidl (Bar No. 3889)  
Timothy P. Cairns (Bar No. 4228)  
919 N. Market Street, 17th Floor  
P.O. Box 8705  
Wilmington, Delaware 19899-8705 (Courier 19801)  
Telephone: (302) 652-4100  
Facsimile: (302) 652-4400

-and-

Martin J. Bienenstock  
Judy G.Z. Liu  
Philip M. Abelson  
DEWEY & LEBOEUF LLP  
1301 Avenue of the Americas  
New York, New York 10019  
Telephone: 212.259.8000  
Facsimile: 212.259.6333

*Proposed Attorneys for the Debtors and Debtors  
in Possession*

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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*In re* : Chapter 11  
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NEWPAGE CORPORATION, *et al.*, : Case No. 11-12804 (KG)  
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Debtors.<sup>1</sup> : Jointly Administered  
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**Objection Deadline: September 27, 2011 at 4:30 p.m. (prevailing Eastern time)**  
**Hearing Date: October 4, 2011 at 2:00 p.m. (prevailing Eastern time)**

**NOTICE OF DEBTORS' MOTION PURSUANT TO BANKRUPTCY  
RULE 1007(C) FOR EXTENSION OF TIME TO FILE SCHEDULES AND  
STATEMENTS OF FINANCIAL AFFAIRS**

TO: (i) the Office of the United States Trustee for the District of Delaware; (ii) counsel to JPMorgan Chase, N.A., as administrative agent for the proposed debtor in possession financing; (iii) counsel to Wells Fargo Capital Finance LLC, as administrative agent for the prepetition senior secured revolver; (iv) counsel to Bank of New York Mellon, as indenture trustee for the 11.375% senior secured first-lien notes due 2014; (v) counsel to HSBC Bank USA, National Association, as indenture trustee for (a) the 10% fixed rate senior secured second lien notes due 2012, (b) the floating rate senior secured second lien notes due 2012, (c) the 12% senior unsecured subordinated notes due 2013, (d) the floating rate senior unsecured PIK notes due 2013, and (e) the floating rate senior unsecured PIK notes due 2015; (vi) counsel to the informal group of certain holders of the 10% fixed rate senior secured second lien notes and floating rate senior secured second lien notes; (vii) counsel to the *ad hoc* steering committee of certain holders of 11.375% senior secured first lien notes; (viii) those creditors holding the 30 largest unsecured claims against the Debtors' estates (on a consolidated basis), and (ix) all parties requesting notice pursuant to Bankruptcy Rule 2002 and Local Rule 2002-1(b).

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four (4) 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.

**PLEASE TAKE NOTICE** that on September 20, 2011, the above-captioned debtors and debtors-in-possession (the “Debtors”), filed the *Debtors’ Motion Pursuant To Bankruptcy Rule 1007(C) For Extension Of Time To File Schedules And Statements Of Financial Affairs* (the “Motion”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3<sup>rd</sup> Floor, Wilmington, Delaware 19801 (the “Bankruptcy Court”).

**PLEASE TAKE FURTHER NOTICE** that any response or objection to the relief sought in the Motion must be filed with the Bankruptcy Court on or before **September 27, 2011 at 4:30 p.m. prevailing Eastern time.**

**PLEASE TAKE FURTHER NOTICE** that at the same time, you must also serve a copy of the response or objection upon: (i) proposed counsel to the Debtors: a) Pachulski Stang Ziehl & Jones, LLP, 919 North Market Street, 17<sup>th</sup> Floor, Wilmington, Delaware 19801, Attn: Laura Davis Jones, Esquire, and b) Dewey & Le Boeuf, LLP, 1301 Avenue of the Americas, New York, NY 10019, Attn: Martin J. Bienenstock, Esquire, Judy G.Z. Liu, Esquire, and Philip M. Abelson, Esquire; (ii) counsel to Second Lien Group, (a) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036-6745, Attn: Ira S. Dizengoff, Esquire and (b) Blank Rome LLP, 1201 Market Street, Suite 800, Wilmington, DE 19801, Attn: David W. Carickhoff, Esquire; (iii) counsel to JPMorgan Chase, N. A. as Administrative Agent and Lead Arranger, (a) Davis Polk & Wardell LLP, 450 Lexington Avenue, New York, NY 10017, Attn: Marshall Huebner, Esquire and (b) Richards Layton & Finger PA, One Rodney Square, Wilmington, DE 19801, Attn: Mark D. Collins, Esquire; (iv) counsel for Wells Fargo Capital, as Pre-Petition ABL Agent and Lead Arranger, Otterbourg, Steindler, Houston & Rosen, P.C., 230 Park Avenue, New York, NY 10169, Attn: Matthew Miller, Esquire; (v) counsel for The Bank of New York Mellon, as First Lien Notes Indenture Trustee, First Lien Notes

Collateral Trustee and Second Lien Notes Collateral Trustee , Emmet, Marvin & Marvin, LLP, 120 Broadway, NY 10271, Attn: Edward P. Zujkowski, Esquire; (vi) Barclays Capital as Lead Arranger, 745 Seventh Avenue South, 20<sup>th</sup> Floor, New York, NY 10019, Attn: Joel S. Moss, Esquire (vii) counsel to the First Lien Group, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, NY 10005, Attn: Dennis Dunne, Esquire.; (viii) counsel for HSBC Bank USA as Second Lien Notes Indenture Trustee, Pryor Cashman LLP, 7 Times Square, New York, NY 10036 Attn: Michael Fruchter, Esquire and (ix) Office of the United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801 Attn: David Klauder, Esquire.

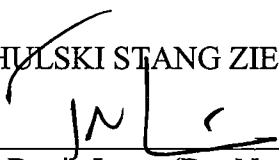
**PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF DEMANDED BY THE MOTION WITHOUT FURTHER NOTICE OR HEARING.**

*[Remainder of page intentionally left blank]*

**PLEASE TAKE FURTHER NOTICE THAT A HEARING TO CONSIDER THE RELIEF SOUGHT IN THE MOTION WILL BE HELD ON **OCTOBER 4, 2011 AT 2:00 P.M. PREVAILING EASTERN TIME** BEFORE THE HONORABLE KEVIN GROSS, UNITED STATES BANKRUPTCY JUDGE, AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, SIXTH FLOOR, COURTROOM 3, WILMINGTON, DELAWARE 19801.**

Dated: September 20, 2011

PACHULSKI STANG ZIEHL & JONES LLP



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Laura Davis Jones (Bar No. 2436)  
Michael R. Seidl (Bar No. 3889)  
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919 N. Market Street, 17th Floor  
P.O. Box 8705  
Wilmington, Delaware 19899-8705 (Courier  
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Telephone: 302.652.4100  
Facsimile: 302.652.4400

-and-

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1301 Avenue of the Americas  
New York, New York 10019  
Telephone: 212.259.8000  
Facsimile: 212.259.6333

*Proposed Attorneys for the Debtors and Debtors  
in Possession*

**EXHIBIT A**

**Proposed Order**

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

-----X  
: **Chapter 11**  
: **Case No. 11-12804 (KG)**  
: **Jointly Administered**  
: **Debtors.<sup>1</sup>**  
-----X

**ORDER EXTENDING TIME TO FILE  
SCHEDULES AND STATEMENTS OF FINANCIAL AFFAIRS**

Upon the motion dated September \_\_\_, 2011 (the “Motion”),<sup>2</sup> of NewPage Corporation (“NewPage”) and certain of its subsidiaries and affiliates, as debtors and debtors in possession (collectively with NewPage, the “Debtors”), for an order extending the time by which the Debtors must file their schedules of assets and liabilities, executory contracts and unexpired leases, current income and expenditures, and statements of financial affairs (collectively, the “Schedules”) an additional 45 days beyond the already extended 30-day deadline established by the Local Rules, all as more fully described in the Motion; and the Court having subject matter jurisdiction to consider the Motion and to grant the relief requested therein in accordance with 28 U.S.C. § 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and no trustee, examiner, or statutory creditors’ committee having

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<sup>1</sup> 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.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

been appointed in these chapter 11 cases; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the “Hearing”); and upon the record of the Hearing, and all of the proceedings had before the Court; and any objections to the Motion having been withdrawn or overruled; and the Court having found and determined the relief sought in the Motion is in the best interests of the Debtors, their estates and creditors, and all parties in interest, and the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted as may be modified herein; and it is further

ORDERED that the time by which the Debtors must file their Schedules is extended for an additional 45 days beyond the 30-day extension provided by Local Rule 1007-1(b), up to and including November 21, 2011; and it is further

ORDERED that the 45-day extension provided by this Order is without prejudice to the Debtors’ right to request further extensions of time by which to file their Schedules; and it is further

ORDERED that this Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Order.

Dated: \_\_\_\_\_, 2011  
Wilmington, Delaware

\_\_\_\_\_  
Honorable Kevin Gross  
Chief Judge, United States Bankruptcy Court