

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.¹ : **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)

**APPLICATION OF THE DEBTORS PURSUANT TO SECTION 327(a)
OF THE BANKRUPTCY CODE, RULE 2014 OF THE FEDERAL
RULES OF BANKRUPTCY PROCEDURE, AND LOCAL RULE 2014-1
FOR AUTHORIZATION TO EMPLOY AND RETAIN PACHULSKI STANG
ZIEHL & JONES LLP AS CO-COUNSEL FOR THE DEBTORS AND
DEBTORS IN POSSESSION NUNC PRO TUNC TO THE PETITION DATE**

The above-captioned debtors and debtors in possession (collectively, the “Debtors” or the “Companies”) hereby seek entry of an order pursuant to section 327(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the “Local Rules” or “Del. Bankr. LR”) authorizing the Debtors to retain and employ Pachulski Stang Ziehl & Jones LLP (“PSZ&J” or the “Firm”) as counsel for the Debtors and Debtors in Possession *nunc pro tunc* to

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.



the Petition Date (the “Application ”). In support of the Application, the Debtors rely upon (i) the *Statement Under Rule 2016 of the Federal Rules of Bankruptcy Procedure and Section 329 of the Bankruptcy Code*, and (ii) the *Affidavit of Laura Davis Jones in Support of Application of the Debtors Pursuant to Section 327(a) of the Bankruptcy Code, Rule 2014 of the Federal Rules of Bankruptcy Procedure, and Local Rule 2014-1 for Authorization to Employ and Retain Pachulski Stang Ziehl & Jones LLP as Co-Counsel for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date* (the “Jones Affidavit”), which are being submitted concurrently with the Application. In support of this Application, the Debtors respectfully represent as follows:

Jurisdiction

1. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief sought herein are sections 327(a), 330 and 331 of title 11 of the Bankruptcy Code and Bankruptcy Rule 2014(a).

Background

3. On September 7, 2011 (the “Petition Date”), the Debtors commenced these cases (the “Chapter 11 Cases”) by each filing a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

4. The factual background relating to the Debtors, including their current and historical business operations and the events precipitating the Chapter 11 Cases, are set forth in detail in the *Declaration of George F. Martin in Support of the Debtors’ First Day Motions and*

Applications (the “First Day Declaration”) filed on the Petition Date and incorporated herein by reference.²

5. The Debtors have continued in possession of their property and have continued to operate and manage their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

6. No request has been made for the appointment of a trustee or an examiner in this case, and no official committee has yet been appointed by the Office of the United States Trustee.

Relief Requested

7. By this Application, the Debtors seek to employ and retain PSZ&J as their bankruptcy co-counsel with regard to the filing and prosecution of the Chapter 11 Cases and all related proceedings. Accordingly, the Debtors respectfully request the entry of an order pursuant to section 327(a) of the Bankruptcy Code, Bankruptcy Rule 2014 and Local Rule 2014-1 authorizing them to employ and retain PSZ&J as their bankruptcy co-counsel under a general retainer to perform the legal services that will be necessary during the Chapter 11 Cases, pursuant to the terms set forth in the Application and the Jones Affidavit, *nunc pro tunc* to the Petition Date.

8. The Debtors seek to retain PSZ&J as their counsel because of the Firm’s extensive experience and knowledge in the field of debtors’ and creditors’ rights and business reorganizations under chapter 11 of the Bankruptcy Code and because of the Firm’s expertise, experience, and knowledge practicing before this Court. In preparing for its representation of the

² Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the First Day Declaration.

Debtors in these cases, PSZ&J has become familiar with the Debtors' businesses and affairs and many of the potential legal issues that may arise in the context of the Chapter 11 Cases.

9. Subject to Court approval in accordance with section 330(a) of the Bankruptcy Code, compensation will be payable to PSZ&J on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by PSZ&J. The principal attorneys and paralegals presently designated to represent the Debtors and their current standard hourly rates are:

a.	Laura Davis Jones	\$895.00
b.	Michael R. Seidl	\$595.00
c.	Timothy P. Cairns	\$495.00
d.	Louise Tuschak (paralegal)	\$245.00

10. The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. Other attorneys and paralegals may from time to time serve the Debtors in connection with the matters herein described.

11. The hourly rates set forth above are PSZ&J's standard hourly rates for work of this nature. These rates are set at a level designed to fairly compensate PSZ&J for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is PSZ&J's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, conference call and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by PSZ&J to outside copying

services for use in mass mailings, travel expenses, expenses for “working meals,” computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. PSZ&J will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to PSZ&J’s other clients. PSZ&J believes that it is more fair to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

12. The professional services that PSZ&J will render to the Debtors include, but shall not be limited to, the following:

- a. providing legal advice with respect to the Debtors’ powers and duties as debtors in possession in the continued operation of their business and management of their property;
- b. preparing on behalf of the Debtors necessary applications, motions, answers, orders, reports, and other legal papers;
- c. appearing in Court on behalf of the Debtors and in order to protect the interests of the Debtors before the Court;
- d. preparing and pursuing confirmation of a plan and approval of a disclosure statement; and
- e. performing all other legal services for the Debtors that may be necessary and proper in these proceedings.

13. The Debtors are also, contemporaneously herewith, filing their application to retain Dewey & LeBoeuf LLP (“Dewey) as their bankruptcy counsel. The Debtors intend that the services of PSZJ shall complement, and not duplicate, the services to be rendered by Dewey.

The Debtors are mindful of the need to avoid duplication of services, and appropriate procedures will be implemented to ensure that there is minimal duplication.

14. To the best of the Debtors' knowledge, except as otherwise disclosed in the Jones Affidavit submitted concurrently herewith, PSZ&J has not represented the Debtors, their creditors, equity security holders, or any other parties in interest, or their respective attorneys, in any matter relating to the Debtors or their estates.

15. To the best of the Debtors' knowledge, PSZ&J does not hold or represent any interest adverse to the Debtors' estates, PSZ&J is a "disinterested person" as that phrase is defined in section 101(14) of the Bankruptcy Code, and PSZ&J's employment is necessary and in the best interests of the Debtors and their estates.

16. PSZ&J has received payments from the Debtors during the year prior to the Petition Date in the amount of \$125,000.00, including the Debtors' aggregate filing fees for these cases, in connection with its prepetition representation of the Debtors. PSZ&J is current as of the Petition Date but has not yet completed a final reconciliation of its prepetition fees and expenses as of the Petition Date. Upon final reconciliation of the amount actually expended prepetition, any balance remaining from the prepetition payments to the Firm will be credited to the Debtors and utilized as PSZ&J's retainer to apply to postpetition fees and expenses pursuant to the compensation procedures approved by this Court and the Bankruptcy Code.

17. The Debtors understand that PSZ&J hereafter intends to apply to the Court for allowances of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and orders of this Court for all services performed and expenses incurred after the Petition Date.

18. The Debtors, subject to the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and further orders of this Court, propose to pay PSZ&J its customary hourly rates for services rendered that are in effect from time to time, as set forth in the Jones Affidavit, and to reimburse PSZ&J according to its customary reimbursement policies, and submit that such rates are reasonable.

Notice

19. 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

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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 APPLICATION OF THE DEBTORS PURSUANT TO SECTION 327(a)
OF THE BANKRUPTCY CODE, RULE 2014 OF THE FEDERAL
RULES OF BANKRUPTCY PROCEDURE, AND LOCAL RULE 2014-1
FOR AUTHORIZATION TO EMPLOY AND RETAIN PACHULSKI STANG
ZIEHL & JONES LLP AS CO-COUNSEL FOR THE DEBTORS AND
DEBTORS IN POSSESSION *NUNC PRO TUNC* TO THE PETITION DATE**

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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PLEASE TAKE NOTICE that on September 20, 2011, the above-captioned debtors and debtors-in-possession (the “Debtors”), filed the *Application Of The Debtors Pursuant To Section 327(a) Of The Bankruptcy Code, Rule 2014 Of The Federal Rules Of Bankruptcy Procedure, And Local Rule 2014-1 For Authorization To Employ And Retain Pachulski Stang Ziehl & Jones LLP As Co-Counsel For The Debtors And Debtors In Possession Nunc Pro Tunc To The Petition Date* (the “Application”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801 (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that any response or objection to the relief sought in the Application 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, 17th 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, 20th 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.

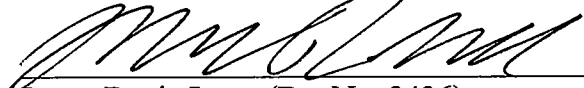
PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF DEMANDED BY THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

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PLEASE TAKE FURTHER NOTICE THAT A HEARING TO CONSIDER THE RELIEF SOUGHT IN THE APPLICATION 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



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

**STATEMENT UNDER RULE 2016 OF THE FEDERAL RULES OF
BANKRUPTCY PROCEDURE AND SECTION 329 OF THE BANKRUPTCY CODE**

1. Pachulski Stang Ziehl & Jones LLP (“PSZ&J”), pursuant to Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and section 329 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), states that the undersigned is counsel to the above-captioned debtors and debtors in possession (the “Debtors”) in these cases.

2. Compensation agreed to be paid by the Debtors to PSZ&J is for legal services to be rendered in connection with these cases. The Debtors have agreed to pay PSZ&J for the legal services rendered or to be rendered by its various attorneys, paralegals, and case management assistants in connection with these cases on the Debtors’ behalf. The Debtors also

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have agreed to reimburse PSZ&J for its actual and necessary expenses incurred in connection with these cases.

3. PSZ&J has received payments from the Debtors during the year prior to the Petition Date in the amount of \$125,000.00, including the Debtors' aggregate filing fees for these cases, in connection with the preparation of initial documents and its prepetition representation of the Debtors. PSZ&J is current as of the Petition Date but has not yet completed a final reconciliation as of the Petition Date. Upon final reconciliation of the amount actually expended prepetition, any balance remaining from the payments to PSZ&J will be credited to the Debtors and utilized as PSZ&J's retainer to apply to postpetition fees and expenses pursuant to the compensation procedures approved by this Court.

4. PSZ&J will seek approval of payment of compensation upon the filing of appropriate applications for allowance of interim or final compensation pursuant to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules of the United States Bankruptcy Court for the District of Delaware, and orders of this Court.

5. The filing fees for each of the Debtors in these cases have been paid in full.

6. The services to be rendered include all those services set forth in the *Application of the Debtors for an Order Pursuant to Section 327(a) of the Bankruptcy Code, Rule 2014 of the Federal Rules of Bankruptcy Procedure, and Local Rule 2014-1 Authorizing the Employment and Retention of Pachulski Stang Ziehl & Jones LLP as Co-Counsel to the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date*, submitted concurrently herewith.

7. PSZ&J further states that it has neither shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, of counsel, and associates of PSZ&J, or (b) any compensation another person or party has received or may have received.

Dated: September 20, 2011

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Laura Davis Jones

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

[Proposed] Counsel for the Debtors and
Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
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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.¹ : **Jointly Administered**
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**AFFIDAVIT OF LAURA DAVIS JONES IN SUPPORT OF
APPLICATION OF THE DEBTORS PURSUANT TO SECTION 327(a)
OF THE BANKRUPTCY CODE, RULE 2014 OF THE FEDERAL
RULES OF BANKRUPTCY PROCEDURE AND LOCAL RULE 2014-1
FOR AUTHORIZATION TO EMPLOY AND RETAIN PACHULSKI STANG
ZIEHL & JONES LLP AS CO-COUNSEL FOR THE DEBTORS AND
DEBTORS IN POSSESSION *NUNC PRO TUNC* TO THE PETITION DATE**

LAURA DAVIS JONES, ESQUIRE, being duly sworn, deposes and says:

1. I am a partner in the firm of Pachulski Stang Ziehl & Jones LLP (“PSZ&J” or the “Firm”), located at 919 North Market Street, 17th Floor, Wilmington, Delaware 19801, and have been duly admitted to practice law in the State of Delaware, the United States District Court for the District of Delaware, the United States Court of Appeals for the Third Circuit, and the Supreme Court of the United States. This Affidavit is submitted in support of the *Application of the Debtors Pursuant to Section 327(a) of the Bankruptcy Code, Rule 2014 of*

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the Federal Rules of Bankruptcy Procedure, and Local Rule 2014-1 for Authorization to Employ and Retain Pachulski Stang Ziehl & Jones LLP as Co-Counsel for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date (the “Application”), which is being submitted concurrently herewith.

2. Neither I, the Firm, nor any partner, of counsel or associate thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors (collectively, the “Debtors”), their creditors, or any other parties in interest herein, or their respective attorneys, except as set forth below.

3. The Debtors have and will retain various professionals during the pendency of these cases, including Dewey & LeBoeuf LLP (“Dewey”), Lazard Frères & Co. LLC (“Lazard”), and FTI Consulting (“FTI”). The Debtors may retain other professionals after the date of the filing of their chapter 11 petitions (the “Petition Date”). PSZ&J has previously worked with Dewey, Lazard, and FTI and will continue to work with them on various representations, at times representing the same parties and at other times representing parties with similar interests or parties with adverse interests.

4. PSZ&J represents many committees, whose members may be creditors in the Debtors’ chapter 11 cases; however, PSZ&J is not representing any of those entities in these cases and will not represent any members of these committees in any claims that they may have collectively or individually against the Debtors.

5. PSZ&J hereby makes the following additional and specific disclosures:

a. PSZ&J represents the Official Committee of Unsecured Creditors (the "FPI Committee") in the bankruptcy case of FPI Liquidation Corp. ("FPI"), Case No. 11-10338 (Bankr. D. Md.) FPI recently commenced suit against debtor NewPage Corporation for an alleged preference (Bankr. D. Md. Adv. 11-698) (the "Adversary Proceeding"). None of the PSZ&J attorneys who represent the FPI Committee in the FPI case have any, or will have any, involvement with the Adversary Proceeding (or resolution thereof), and to the extent the FPI might request input from the FPI Committee with respect to the Debtors or the Adversary Proceeding, the FPI Committee's co-counsel, Whiteford Taylor Preston, LLP, will represent the FPI Committee with respect to any matter relating to the Debtors. Moreover, none of the PSZ&J attorneys who represent the Debtors have any, or will have any, involvement with respect to any rights, claims, defenses, or other matters that are or may be asserted by the Debtors in connection with the Adversary Proceeding or any matter related to FPI. In sum, PSZ&J does not represent any party to the Adversary Proceeding and will not represent the FPI estate in any claims it may have against the Debtors or the Debtors in any claim they may have against FPI.

b. In the bankruptcy case of DSI Holdings, Inc., et al. ("DSI"), Case No. 11-1941(KJC) (Bankr. D. Del.), PSZ&J represents as Delaware counsel Ableco Finance LLC, the agent to the prepetition lenders, and its affiliate, Ableco, L.L.C., the postpetition lender and agent. Ableco Finance LLC and Ableco, L.L.C., are affiliates of the Debtors' equity holder Cerberus Capital Management, L.P. PSZ&J's representation of Ableco Finance LLC and Ableco, L.L.C., in the DSI cases is unrelated to the Debtors' chapter 11 cases.

c. PSZ&J has represented Fujifilm USA, Inc. (“Fuji”), and certain affiliates in connection with various employment and litigation matters, including, without limitation, in that adversary proceeding captioned Eugene I. Davis, as Litigation Trustee for the Quebecor World Litigation Trust v. Fujifilm Graphic Systems USA, Inc., Bankr. Adv. No. 10-01333(JMP) (Bankr. S.D.N.Y.), which matter has been resolved and will be dismissed in the near future. Fujifilm Graphic Systems USA, Inc. (which PSZ&J believes to be no longer a separate entity), appears upon the list of the Debtors’ creditors. PSZ&J has not represented and will not represent Fuji in any claim it may assert in the Debtors’ cases, and PSZ&J has not represented and will not represent the Debtors in connection with any claims they may assert against Fuji.

6. PSZ&J is a “disinterested person” as that term is defined in section 101(14) of title 11 of the United States Code (the “Bankruptcy Code”) in that PSZ&J, its partners, of counsel and associates:

- a. are not creditors, equity security holders or insiders of the Debtors;
- b. are not and were not, within 2 years before the date of the filing of the petitions, a director, officer or employee of the Debtors; and
- c. do not have an interest materially adverse to the interest of the estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason.

7. PSZ&J has received payments from the Debtors during the year prior to the Petition Date in the amount of \$125,000.00, including the Debtors’ aggregate filing fees for

these cases, in connection with the preparation of initial documents and the prepetition representation of the Debtors. PSZ&J is current as of the Petition Date but has not yet completed a final reconciliation as of the Petition Date. Upon final reconciliation of the amount actually expended prepetition, any balance remaining from the payments to PSZ&J will be credited to the Debtors and utilized as PSZ&J's retainer to apply to postpetition fees and expenses pursuant to the compensation procedures approved by this Court.

8. PSZ&J and certain of its partners, of counsel and associates may have in the past represented, and may currently represent and likely in the future will represent creditors of the Debtors in connection with matters unrelated to the Debtors and these cases. At this time, PSZ&J is not aware of such representations, except as disclosed above. PSZ&J will be in a position to identify with specificity any such persons or entities when lists of all creditors of the Debtors have been reviewed and will make any further disclosures as may be appropriate at that time.

9. PSZ&J intends to apply for compensation for professional services rendered in connection with these chapter 11 cases subject to approval of this Court and compliance with applicable provisions of the Bankruptcy Code, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by the Firm. The principal attorneys and paralegals designated to represent the Debtors and their current standard hourly rates are:

- a. Laura Davis Jones \$895.00
- b. Michael R. Seidl \$595.00

- c. Timothy P. Cairns \$495.00
- d. Louise Tuschak (paralegal) \$245.00

10. The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. Other attorneys and paralegals may from time to time serve the Debtors in connection with the matters herein described.

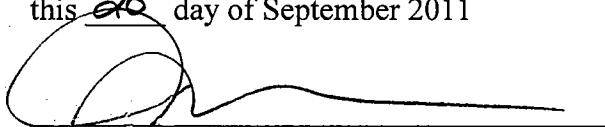
11. The hourly rates set forth above are the Firm's standard hourly rates for work of this nature. These rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, conference call and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, travel expenses, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. The Firm will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients. The Firm believes that it is more fair to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

12. No promises have been received by the Firm or by any partner, of counsel or associate thereof as to compensation in connection with this case other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with these chapter 11 cases, except among the partners, of counsel and associates of the Firm.

Dated: September 19, 2011

/s/ Laura Davis Jones
Laura Davis Jones

SWORN TO AND SUBSCRIBED before me
this 20 day of September 2011



Notary Public

My Commission Expires: 12/10/12

K A JOHN BOWER
NOTARY PUBLIC
STATE OF DELAWARE
My commission expires Dec. 10, 2012

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

	-----X	
	:	
<i>In re</i>	:	Chapter 11
	:	
NEWPAGE CORPORATION, et al.,	:	Case No. 11-12804 (KG)
	:	
Debtors. ¹	:	Jointly Administered
	:	
	-----X	Re: Docket No. ___

**ORDER UNDER SECTION 327(a) OF THE BANKRUPTCY CODE, RULE 2014
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE, AND LOCAL
RULE 2014-1 AUTHORIZING THE EMPLOYMENT AND RETENTION OF
PACHULSKI STANG ZIEHL & JONES LLP AS CO-COUNSEL FOR THE DEBTORS
AND DEBTORS IN POSSESSION NUNC PRO TUNC TO THE PETITION DATE**

Upon the application (the “Application”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), seeking authorization to employ and retain Pachulski Stang Ziehl & Jones LLP (“PSZ&J” or the “Firm”) as co-counsel for the Debtors; and upon (i) the *Statement Under Rule 2016 of the Federal Rules of Bankruptcy Procedure and Section 329 of the Bankruptcy Code* (the “Statement”), and (ii) the *Affidavit of Laura Davis Jones in Support of Application of the Debtors Pursuant to Section 327(a) of the Bankruptcy Code, Rule 2014 of the Federal Rules of Bankruptcy Procedure, and Local Rule 2014-1 for Authorization to Employ and Retain Pachulski Stang Ziehl & Jones LLP as Co-Counsel for the*

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, unless otherwise defined herein, shall have the meanings ascribed to them in the Application.

Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date (the “Jones Affidavit”), which were submitted concurrently with the Application; and the Court being satisfied, based on the representations made in the Application, the Statement, and the Jones Affidavit that PSZ&J represents or holds no interest adverse to the Debtors or the Debtors’ estates with respect to the matters upon which it is to be engaged, and is disinterested as that term is defined under section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and that the employment of PSZ&J is necessary and in the best interests of the Debtors and the Debtors’ estates; and it appearing that the Court has jurisdiction to consider the Application; and it appearing that due notice of the Application has been given and no further notice need be given; and upon the proceedings before the Court; and after due deliberation and good and sufficient cause appearing; it is

ORDERED that the Application is granted; and it is further

ORDERED that pursuant to section 327(a) of the Bankruptcy Code, the Debtors are authorized to employ and retain PSZ&J as counsel, effective *nunc pro tunc* to the Petition Date, on the terms set forth in the Application, the Statement, and the Jones Affidavit; and it is further

ORDERED that PSZ&J shall file applications and be compensated in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and such other procedures as may be fixed by order of this Court.

Dated: _____, 2011

Honorable Kevin Gross
Chief United States Bankruptcy Court Judge