

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

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<i>In re</i>	:		Chapter 11
NEWPAGE CORPORATION, <i>et al.</i> ,	:		Case No. 11-12804 (KG)
Debtors. ¹	:		Jointly Administered
	:		Related Docket No. 163

**INTERIM ORDER (I) APPROVING THE DEBTORS’ MOTION
PURSUANT TO BANKRUPTCY CODE SECTION 105(a) AND BANKRUPTCY
RULE 2015.3(d) FOR AN ORDER AUTHORIZING THE WAIVER OF CERTAIN
REPORTING REQUIREMENTS UNDER BANKRUPTCY RULE 2015.3(a)
FOR NON-DEBTOR ENTITIES AND (II) SCHEDULING A FINAL HEARING**

Upon the motion dated September 20, 2011 (the “Motion”)² 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 waiving certain reporting requirements under Rule 2015.3 of the Federal Rules of Bankruptcy Procedures for non-debtor subsidiaries or affiliates, all as more fully described in the Motion and as set forth on the record of the Hearing (as defined below); and the Court having jurisdiction to consider the Motion and 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 or examiner having been appointed in these chapter 11 cases; and on September 21, 2011, 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 used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.



U.S. Trustee having appointed the Statutory Committee of Unsecured Creditors (the “Creditors’ Committee”) in the above-captioned cases [Docket No. 191]; and the Creditors’ Committee having filed a limited objection to the Motion and the Committee; 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 other objections to the Motion having been withdrawn or overruled; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates and creditors, and all parties in interest, and that 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 on an interim basis; and it is further

ORDERED that, pursuant to Bankruptcy Rule 2015.3(d), cause exists to waive the Rule 2015.3 Reporting Requirements, to the extent set forth herein, and it is further

ORDERED that the Rule 2015.3 Reporting Requirements and any additional Rule 2015.3 Reporting Requirements are hereby waived as to the Debtors’ non-debtor affiliates until entry of a final order; and it is further

ORDERED that the Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion; and it is further

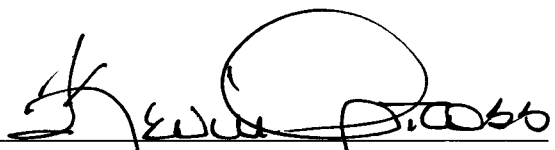
ORDERED that this Order is without prejudice to the Creditors’ Committee’s right to renew its Limited Objection before the Court on such date as the Debtors and the Creditors’ Committee shall agree or such other date as may be scheduled by the Court,

ORDERED that a final hearing with respect to the relief requested in the Motion (the "Final Hearing") shall be held on November 9, 2011 at 3:00 p.m. (prevailing Eastern Time). Any objections or responses to entry of an order shall be filed on November 2, 2011 at 4:00 p.m. (prevailing Eastern Time) and served on the following parties: (a) counsel to the Debtors, (i) Dewey & LeBoeuf LLP, 1301 Avenue of the Americas, New York, NY 10019, Attn: Martin J. Bienenstock, Esq., Judy G.Z. Liu, Esq., and Philip M. Abelson, Esq. and (ii) Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, Wilmington, Delaware 19801, Attn: Laura Davis Jones, Esq. (b) NewPage Corporation, 8540 Gander Creek Drive, Miamisburg, Ohio 45342, Attn: Douglas Cooper, Esq. (c) The Office of United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, Delaware 19801; (d) counsel to the statutory creditors' committee, Paul Hastings LLP, 75 E. 55th Street, New York, New York 10022, Attn: Luc A. Despins, Esq.; (e) counsel to JPMorgan Chase Bank, N.A., as administrative agent for the proposed debtor in possession financing, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017, Attn: Marshall Huebner, Esq.; (f) counsel to Wells Fargo Capital Finance LLC, as administrative agent for the prepetition senior secured revolver, Otterbourg, Steindler, Houston & Rosen, P.C., 230 Park Avenue, New York, New York 10169, Attn: Matthew Miller, Esq., John Paul Igoe, Esq., and Jonathan Helfat, Esq.; (g) counsel to Bank of New York Mellon, as indenture trustee for the 11.375% senior secured first-lien notes due 2014, Emmet, Marvin & Martin, LLP, 120 Broadway, 32nd Floor, New York, New York 10271, Elizabeth Frayer, Esq. and Elizabeth Clark, Esq.; (h) counsel to Wilmington Trust, National Association, as indenture trustee for the 10% fixed rate senior secured second lien notes due 2012 and the floating rate senior secured second lien notes due 2012, Pryor Cashman LLP, 7 Times Square, New York, New York 10036, Attn: Tina N. Moss Esq.;

(i) counsel to HSBC Bank USA, National Association, as indenture trustee the 12% senior unsecured subordinated notes due 2013, Ropes & Gray LLP, 1211 Avenue of the Americas, New York, New York 10036, Attn: Mark. R. Somerstein, Esq.; (j) counsel to U.S. Bank National Association, as indenture trustee for the floating rate senior unsecured PIK notes due 2013, (i) Hogan Lovells US LLP, 875 Third Avenue, New York, New York 10022, Attn: Robin Keller, Esq. & Daniel Lanigan, Esq, and (ii) Dorsey & Whitney (Delaware) LLP, 300 Delaware Avenue, Suite 1010, Wilmington, Delaware 19801, Attn: Eric Lopez Schnabel, Esq. & Robert W. Mallard, Esq.; (k) counsel to Deutsche Bank Trust Company Americas, as indenture trustee for the floating rate senior unsecured PIK notes due 2015, Bryan Cave LLP, 1290 Avenue of the Americas, New York, New York 10104, Attn: Michelle McMahon, Esq. & Stephanie Wickouski, Esq.; (l) 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, Akin Gump Strauss Hauer & Feld, LLP, One Bryant Park, New York, NY 10036, Attn: Ira S. Dizengoff, Esq. and Philip Dublin, Esq.; and (m) counsel to the *ad hoc* steering committee of certain holders of 11.375% senior secured first lien notes, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, NY 10005, Attn: Dennis Dunne, Esq. and Samuel Khalil, Esq.; 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: October ~~4~~ 2011
Wilmington, Delaware


The Honorable Kevin Gross
Chief Judge, United States Bankruptcy Court