

**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	:	
	:	Jointly Administered
	:	
	-X	

**ORDER AUTHORIZING DEBTORS TO EMPLOY
AND COMPENSATE ORDINARY COURSE PROFESSIONALS**

Upon the motion dated September 7, 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 authorizing the Debtors to employ professionals utilized in the ordinary course of business (the “Ordinary Course Professionals”), 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 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

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.



been held to consider the relief requested in the Motion (the “Hearing”); and upon the *Declaration of George F. Martin in Support of the Debtors’ First Day Motions and Applications*, 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record of the Hearing, and all of the proceedings had before the Court; and any objections to the Motion having been withdrawn or overruled; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates and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 as may be modified herein; and it is further

ORDERED that, pursuant to sections 105(a), 327, 328, and 330 of the Bankruptcy Code, to the extent deemed necessary by the Debtors, the Debtors are authorized to employ the Ordinary Course Professionals listed on Schedule 3 and Schedule 4, attached hereto, in the ordinary course of the Debtors’ businesses in accordance with the procedures set forth herein, *nunc pro tunc* to the date of commencement of the Debtors’ chapter 11 cases; and it is further

ORDERED that each Ordinary Course Professional shall provide the Debtors’ attorneys within 30 days following the later of (i) the entry of this Order and (ii) the date on which the Ordinary Course Professional commences postpetition services for the Debtors: (a) an affidavit (an “Ordinary Course Professional Affidavit”), substantially in the form annexed hereto as Schedule 1, certifying that such Ordinary Course Professional does not represent or hold any interest adverse to the Debtors or their estates with respect to the matter on which the Ordinary Course Professional is to be employed; and (b) a completed retention questionnaire (a “Retention Questionnaire”), substantially in the form annexed hereto as Schedule 2; and it is further

ORDERED that the Debtors' attorneys shall, within a reasonable time after receipt thereof, file the Ordinary Course Professional Affidavits and Retention Questionnaires with the Court and serve a copy upon (i) the U.S. Trustee, (ii) Davis Polk & Wardwell LLP, counsel to JPMorgan Chase Bank, N.A., as administrative agent for the proposed debtor in possession financing, and (iii) counsel to any statutory committee appointed in these cases (collectively, the "Reviewing Parties"); and it is further

ORDERED that the Debtors are authorized to supplement the list of Ordinary Course Professionals from time to time during these chapter 11 cases, as the need arises, and file a notice with the Court listing such additional Ordinary Course Professionals and attach thereto the relevant Ordinary Course Professional Affidavit and Retention Questionnaire (collectively, the "Supplemental Notice of Ordinary Course Professionals") for each additional Ordinary Course Professional, and serve the Supplemental Notice of Ordinary Course Professionals on the Reviewing Parties; and it is further

ORDERED that the Reviewing Parties and any other party shall have 15 days after receipt of either (i) the Ordinary Course Professional Affidavit and the Retention Questionnaire, applicable to the Ordinary Course Professionals listed on Schedule 1, or (ii) the Supplemental Notice of Ordinary Course Professionals, applicable to any additional Ordinary Course Professionals proposed to be retained, to object to the retention, employment, or compensation of the Ordinary Course Professional based upon the contents of the Ordinary Course Professional Affidavit or the Retention Questionnaire (the "Objection Deadline"); and it is further

ORDERED that if no objections are filed by the Objection Deadline, the retention, employment, and compensation of the Ordinary Course Professional shall be deemed

approved pursuant to sections 327 and 328 of the Bankruptcy Code without the need for a hearing and without further order from the Court; *provided, however*, that if an objection is filed and such objection cannot be resolved within 20 days of the filing date of the objection, the matter shall be set for a hearing before the Court; and it is further

ORDERED that the Debtors are authorized to pay compensation and reimburse expenses to each of the Ordinary Course Professionals listed on Schedule 4 and retained pursuant to this Order in the customary manner in the full amount billed by each such Ordinary Course Professional upon receipt of reasonably detailed invoices indicating the nature of the services rendered and calculated in accordance with such professional's standard billing practices (without prejudice to the Debtors' right to dispute any such invoices); *provided, however*, that the payments do not exceed \$75,000 per month per Ordinary Course Professional listed on Schedule 4; and it is further

ORDERED that in the event an Ordinary Course Professional listed on Schedule 4 seeks more than \$75,000 per month, that professional shall file a fee application for the full amount of its fees and expenses for the month(s) in which amounts incurred exceed the OCP Cap, in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Fee Guidelines, and any and all orders of the Court; and it is further

ORDERED that the Debtors are authorized to pay compensation and reimburse expenses to each of the Ordinary Course Professionals listed on Schedule 3 and retained pursuant to this Order in the customary manner in the full amount billed by each such Ordinary Course Professional upon receipt of reasonably detailed invoices indicating the nature of the services rendered and calculated in accordance with such professional's standard billing practices

(without prejudice to the Debtors' right to dispute any such invoices); *provided, however*, that the payments do not exceed \$40,000 per month per Ordinary Course Professional; and it is further

ORDERED that in the event an Ordinary Course Professional listed on Schedule 3 seeks more than \$40,000 per month, that professional shall file a fee application for the full amount of its fees and expenses for the month(s) in which amounts incurred exceed the OCP Cap, in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Fee Guidelines, and any and all orders of the Court; and it is further

ORDERED that at three-month intervals (starting from the Commencement Date) during the pendency of these chapter 11 cases (each interval, a "Quarter") the Debtors shall file with the Court and serve on the Reviewing Parties, within 30 days after the end of each Quarter, a statement that shall include the following information for each Ordinary Course Professional: (i) its name; (ii) the aggregate amount received as compensation for services rendered and expenses incurred during the reported Quarter; (iii) the aggregate amount of all postpetition payments received to date; and (iv) a general description of the services rendered; and it is further

ORDERED that the Debtors reserve the right to amend the monthly compensation limitations set forth in this Order upon notice and hearing; and it is further

ORDERED that this Order shall not apply to any professional retained by the Debtors pursuant to a separate retention order of the Court; 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


UNITED STATES BANKRUPTCY JUDGE

Schedule 1

Ordinary Course Professional Affidavit

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

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

**AFFIDAVIT AND DISCLOSURE STATEMENT OF _____, ON
BEHALF OF _____**

STATE OF _____)
) ss:
COUNTY OF _____)

_____, being duly sworn, upon his oath, deposes and says:

1. I am a _____ of [_____ [name of firm] _____], located
at _____ (the “**Firm**”).

2. NewPage Corporation and certain of its subsidiaries and affiliates, as
debtors and debtors in possession (together, the “**Debtors**”), have requested that the Firm provide
[specific description of services] to the Debtors in connection with the following matter(s):
[description of matter(s)] and the Firm has consented to provide such professional services.

3. The Firm may have performed professional services in the past, may
currently perform services and may perform professional services in the future, in matters
unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors’ chapter

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11 cases. However, the Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties in interest in these chapter 11 cases.

5. In the ordinary course of its business, the Firm maintains a database for purposes of performing “conflict checks.” The Firm’s database contains information regarding the Firm’s present and past representations. Pursuant to Federal Rule of Bankruptcy Procedure 2014(a), I obtained a list of the entities identified in Rule 2014(a) from counsel to the Debtors for purposes of searching the aforementioned database and determining the connection(s) which the Firm has with such entities. The Firm’s search of the database identified the following connections: **[Disclose Connections Here]**.

6. Neither I nor **[any principal, partner, director, officer, etc.]** of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

7. Neither I, nor **[any principal, partner, director, officer, etc.]** of, or professional employed by, the Firm insofar as I have been able to ascertain upon reasonable inquiry, holds or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which this Firm is to be employed.

8. As of the Commencement Date, the Debtors owed the Firm \$ _____ for prepetition services and expenses, the payment of which is subject to limitations contained in the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532.

9. As of September 7, 2011, which was the date on which the Debtors commenced these chapter 11 cases, the Firm **[was/was not]** party to an engagement or services agreement with the Debtors. **[A copy of such agreement is attached as Exhibit 1 to this Affidavit].**

10. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit, as necessary.

11. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this affidavit was executed on _____ 201__, at _____, _____.

Name:
Title:

SWORN TO AND SUBSCRIBED before me
this ___ day of _____, 201__

Notary Public

Schedule 2

Retention Questionnaire

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

-----X
In re : **Chapter 11**
: **Case No. 11-_____ ()**
NEWPAGE CORPORATION, *et al.*, : **Jointly Administered**
: **Debtors.**¹
:
-----X

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY NEWPAGE CORPORATION AND CERTAIN OF ITS SUBSIDIARIES AND AFFILIATES, AS DEBTORS AND DEBTORS IN POSSESSION (COLLECTIVELY, THE “DEBTORS”).

**DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:**

PACHULSKI STANG ZIEHL & JONES LLP
919 North Market Street, 17th Floor
Wilmington, Delaware 19801
Attn: Laura Davis Jones, Esq.

-with a copy to-

DEWEY & LEBOEUF LLP
1301 Avenue of the Americas
New York, New York 10019
Attn: Judy G.Z. Liu, Esq.
Philip M. Abelson, Esq.

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

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1. Name and address of Firm:

2. Date of retention for pending matters: _____

3. Type of services provided (accounting, legal, etc.):

4. Brief description of services to be provided:

5. Arrangements for compensation (hourly, contingent, etc.)

(a) Average hourly rate (if applicable):

(b) Estimated average monthly compensation for pending matters:

6. Prepetition claims against the Debtors held by the Firm:

Amount of claim: \$ _____

Date claim arose: _____

Basis of Claim: _____

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the Firm:

Name: _____

Status: _____

Amount of Claim: \$ _____

Date claim arose: _____

Basis of Claim: _____

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the Firm is to be employed.

Dated: _____, 20__

Name:
Title:

Schedule 3

List of Ordinary Course Professionals

Professional	Address	Position
American Appraisal	411 E. Wisconsin Ave. Suite 1900 Milwaukee, WI 53202	Borrowing Base Appraiser
Arent Fox LLP	1050 Connecticut Ave. Washington, DC 20036-5339	Intellectual Property, Litigation & General Legal Counsel
Ballard, Spahr, Andrews & Ingersoll, LLP	601 13th St. NW Suite 1000 South Washington, D.C. 2005-3807	General Legal Counsel
Bates White	1300 Eye Street, N.W. Suite 600 Washington, DC 20005	Litigation Counsel for Economic Advisory Matters
Benjamin Schlesinger	The Bethesda Gateway 7201 Wisconsin Ave. Suite 740 Bethesda, MD 20814	Litigation Consultant
Burns, White & Hickton LLC	106 Isabella St. Four Northshore Center Pittsburgh, PA 15212	Litigation Counsel
Carl R. Lemke	420 Witter St., Wisconsin Rapids, WI 54494	Real Estate Counsel
Clark Schaefer Hackett & Co.	40 N. Main St. Suite 800 Dayton, OH 45423	Accountant (Benefit Plan Audits)
Cox & Palmer	1100 Purdy's Wharf Tower One 1959 Upper Water St. P.O. Box 2380 Halifax, NS B3J 3E5	Service of Process Agent
Crawley Meredith Brush LLP	179 John St. Suite 800 Toronto, ON M5T 1X4	Litigation Counsel
Denis E. Cole	1305 Franklin Ave. Garden City, NY 11530	Labor Counsel
DeWitt Ross & Stevens S.C.	Two E. Mifflin St. Suite 600 Madison, WI 53703-2865	Litigation Counsel
Emmet, Marvin & Martin, LLP	120 Broadway New York, NY 10271	Real Estate & Financing Counsel

Professional	Address	Position
Faruki, Ireland & Cox PLL	500 Courthouse Plaza, S.W. 10 North Ludlow St. Dayton, OH 45402	Labor Counsel
Fasken Martineau DuMoulin LLP	333 Bay St. Suite 2400 Bay Adelaide Centre, Box 20 Toronto, ON M5H 2T6	General Corporate Counsel
Garan, Lucow, Miller, P.C.	1000 Woodbridge Street Detroit, MI 48207	Environmental & Litigation Counsel
Geppert, McMullen, Paye and Getty	21 Prospect Square Cumberland, MD 21502	Local Real Estate Counsel
GKG Law, P.C.	1054 Thirty-First St., N.W. Suite 200 Washington, D.C. 20007-4492	Litigation Counsel
Grant Thornton LLP	300 N. Green St. Suite 800 Greensboro, NC 27401	IT Audit Accountant (Security Access)
Greer, Burns & Crain, Ltd.	300 S. Wacker Dr. 25th Floor Chicago, IL 60606	General Legal Counsel
Hahn & Hessen, LLP	488 Madison Ave. New York, NY 10022	Litigation Counsel
Hall, Estill, Hardwick, Gable, Golden & Nelson, P.C.	320 S. Boston Ave. Suite 200 Tulsa, OK 74103-3706	Regulatory Counsel
HeplerBroom LLC	103 W. Vandalia St., Suite 300 P.O. Box 510 Edwardsville, IL 62025-0510	Litigation Counsel
IFG	750 Holiday Dr. Suite 650 Pittsburgh, PA 15220	Denise Jensen Technical Accounting
Jack C. Barr, Esq.	P. O. Box 220 107 West Street Keyser, WV 26726-0220	Local Real Estate Counsel
Jackson Kelly PLLC	P.O. Box 11276 Charleston, WV 25339	Asbestos Litigation Counsel
Jackson Lewis LLP	One N. Broadway White Plains, NY 10601	Litigation Counsel

Professional	Address	Position
Johnson & Bell	33 West Monroe Street Suite 2700 Chicago, IL 60603-5404	Litigation and Environmental Counsel
Keller & Heckman LLP	1001 G St., NW Suite 500 West Washington, DC 20001	Government Affairs/Regulatory Counsel
Keightley & Ashner LLP	One Metro Center 700 12th Street, N.W., Suite 700 Washington, DC 20005	Employee Benefits Counsel
Kohner, Mann & Kailas, S.C. ¹	Washington Building Barnabas Business Center 4650 North Port Washington Road Milwaukee, WI 53212-1059	Litigation Counsel
Kramer Levin Naftalis & Frankel LLP	1177 Ave. of the Americas New York, NY 10036	Litigation & Labor Counsel
Latham & Watkins LLP	885 Third Ave. New York, NY 10022-4834	M&A Counsel
Mackall Crouse Moore, PLC	1400 AT&T Tower 901 Marquette Ave. Minneapolis, MN 55402-2856	General Legal Counsel
McGuireWoods	1170 Peachtree Street, N.E. Suite 2100 Atlanta, GA 30309	Labor Counsel
McNees Wallace & Nutrick LLC	100 Pine St. P. O. Box 1166 Harrisburg, PA 17108-1166	Litigation & General Corporate Counsel
Michael Best & Friedrich LLP	100 East Wisconsin Ave. Milwaukee, WI 53202-4108	General Legal Counsel
Morris James LLP	500 Delaware Ave., Suite 1500 P.O. Box 2306 Wilmington, DE 19899-2306	Litigation Counsel
Norman, Hanson & DeTroy, LLC	415 Congress St. P.O. Box 4600 Portland, ME 04112-4600	General Legal Counsel
Patton Boggs LLP	2550 M Street, N.W. Washington, DC 20037	General Legal Counsel

¹ Kohner, Mann & Kailas, S.C. will be paid on a contingency fee basis for their representation, but the Debtors anticipate paying their allocated fees and expenses during these chapter 11 cases.

Professional	Address	Position
Peterson, Johnson & Murray, SC	Sixth Floor 733 North Van Buren Street Milwaukee, WI 53202	Workers' Compensation Counsel
Phillips, Goldman & Spence, P.A.	1200 N. Broom St. Wilmington, DE 19806	Litigation Counsel
Pierce Atwood	One Monument Square Portland, ME 04101	Environmental & Tax Counsel
Pyle & Piontek	221 N. LaSalle St. Suite 1207 Chicago, IL 60601	General Legal Counsel
Reed Smith LLP	1301 K St., N.W. Suite 1100 Washington, DC 20005-3373	General Legal Counsel
Schulte Roth & Zabel LLP	919 Third Ave. New York, NY 10022	General Legal Counsel
Segal McCambridge Singer & Mahoney, Ltd.	233 S. Wacker Drive Suite 5500 Chicago, IL 60606	Litigation Counsel
Semmes, Bowen & Semmes	Suite 102 322 East Antietam Street Hagerstown, MD 21740	Workers' Compensation Counsel
Thomson Tax & Accounting	33317 Treasury Center Chicago, IL 60694	Accounting
Towers Watson	Centre Square East 1500 Market Street Philadelphia, PA 19102-4790	Actuarial & Human Resources Consulting
Troubh Heisler	P.O. Box 9711 Portland, ME 04104-5011	Litigation, Financing & Real Estate Counsel
Tucker Law Group	P.O. Box 696 Bangor, ME 04402-0696	Workers' Compensation Counsel
Vairo, Mechlin, Tomasi, Johnson & Manchester	400 East Houghton Avenue Houghton, MI 49931-2098	Workers' Compensation Counsel
Venable LLP	750 E. Pratt St. Suite 900 Baltimore, MD 21202	Litigation Counsel
Vercruysse Murray & Calzone, P.C.	31780 Telegraph Rd. Suite 200 Bingham Farms, MI 48025-3469	Labor Counsel

Professional	Address	Position
Wachtell, Lipton, Rosen & Katz	51 W. 52nd St. New York, NY 10019	Corporate Governance Counsel
Warner, Norcross & Judd LLP	900 Fifth Third Center 111 Lyon St. NW Grand Rapids, MI 49503-2487	Environmental Counsel
Whitlow, Roberts, Houston & Straub, PLLC	300 Broadway P. O. Box 995 Paducah, KY 42002-0095	Workers' Compensation Counsel
Williams & Jensen, PLLC	701 8th St. Suite 1400 Washington, DC 20001	Government Affairs Counsel
Wilmer Cutler Pickering Hale and Dorr LLP	1875 Pennsylvania Ave., N.W. Washington, D.C. 20006	Environmental Counsel
Wilson, Elser, Moskowitz, Edelman & Dicker LLP	150 E. 42nd St. New York, NY 10017	Asbestos Litigation Counsel
Winstead PC	5400 Renaissance Tower 1201 Elm St. Dallas, TX 75270-2199	Litigation Counsel
Wyatt, Tarrant & Combs, LLP	PNC Plaza 500 W. Jefferson St. Suite 2800 Louisville, KY 40202-2898	Environmental & Tax Counsel

Schedule 4

List of Ordinary Course Professionals

Professional	Address	Position
Foley & Lardner LLP	777 E. Wisconsin Ave. Milwaukee, WI 53202-5306	General Legal Counsel
Gonzalez, Saggio & Harlan LLP	225 E. Michigan St. Fourth Floor Milwaukee, WI 53202	General Legal Counsel
King & Spalding LLP	1700 Pennsylvania Ave., N.W. Washington, DC 20006-4706	Litigation & General Corporate Counsel
Preti, Flaherty, Beliveau & Pachios, LLP	P.O. Box 9546 Portland, ME 04112-9546	General Legal Counsel
Skadden Arps Slate Meagher Flom LLP	1440 New York Ave., NW Washington, DC 20005	ERISA Counsel
Law Offices of Stewart and Stewart	2100 M St., N.W. Washington, DC 20037	Litigation Counsel
Thompson Hine LLP	2000 Courthouse Plaza N.E. Dayton, OH 45402-1758	General Legal Counsel