

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

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<i>In re</i>	:	Chapter 11
	:	
NEWPAGE CORPORATION, et al.,	:	Case No. 11-12804 (KG)
	:	
Debtors.¹	:	Jointly Administered
	:	
-----x	:	Re: Docket No. 171

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.



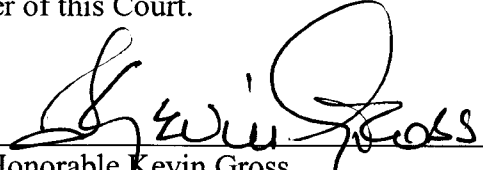
Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date (the “Jones Affidavit”), which were submitted concurrently with the Application; and the Court being satisfied, based on the representations made in the Application, the Statement, and the Jones Affidavit that PSZ&J represents or holds 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: October 4, 2011


Honorable Kevin Gross
Chief United States Bankruptcy Court Judge