

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**

:

-----X **Related Docket Nos. 10 & 60**

**CERTIFICATION OF COUNSEL REGARDING AMENDED
ORDER (I) AUTHORIZING PAYMENT OF PREPETITION CLAIMS OF
SHIPPERS, WAREHOUSEMEN, SUBCONTRACTORS, AND TECHNICIANS
AND (II) AUTHORIZING FINANCIAL INSTITUTIONS TO HONOR
AND PROCESS RELATED CHECKS AND TRANSFERS**

The undersigned hereby certifies that:

1. On September 7, 2011, NewPage Corporation, et al., and certain of its subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) filed the *Debtors’ Motion for Order Pursuant to Sections 1107(a), 1108, 363(b), and 105(a) of the Bankruptcy Code (I) Authorizing Payment of Prepetition Claims of Shippers, Warehousemen, Subcontractors, and Technicians and (II) Authorizing Financial Institutions to Honor and Process Related Checks and Transfers* (the “Motion”) [Docket No.

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.



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2. On September 8, 2011, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered the *Order (I) Authorizing Payment of Prepetition Claims of Shippers, Warehousemen, Subcontractors, and Technicians and (II) Authorizing Financial Institutions to Honor and Process Related Checks and Transfers* (the “Original Order”) [Docket No. 60].

3. On September 21, 2011, the U.S. Trustee appointed the Official Committee of Unsecured Creditors (the “Committee”) in the above-captioned cases [Docket No. 191].

4. Subsequent to the Court’s entry of the Original Order and the appointment of the Committee, the Committee requested certain revisions to the Original Order. Rather than require the Committee to file a motion for reconsideration of the Original Order pursuant to Local Rule 9013-1(m)(v), the Debtors have agreed to submit the Committee’s proposed changes to the Court for approval through this certification of counsel.

5. Attached hereto as Exhibit A is the proposed *Amended Order (I) Authorizing Payment of Prepetition Claims of Shippers, Warehousemen, Subcontractors, and Technicians and (II) Authorizing Financial Institutions to Honor and Process Related Checks and Transfers* (the “Proposed Amended Order”). A corresponding blackline comparing the Proposed Amended Order to the Original Order is attached hereto as Exhibit B. The form of the

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Motion.

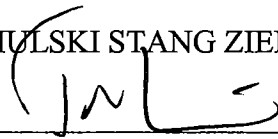
Proposed Amended Order has been approved by the Committee.

6. Accordingly, the Debtors request entry of the Proposed Amended Order attached hereto as **Exhibit A** at the Court's earliest convenience. Counsel is available for further discussion if the Court wishes.

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Dated: October 9, 2011

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Possession*

EXHIBIT A

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

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: **Chapter 11**
: **Case No. 11-12804 (KG)**
: **Jointly Administered**
: **Related Docket No. 10 and 60**
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In re
NEWPAGE CORPORATION, et al.,
Debtors.¹

**AMENDED ORDER PURSUANT TO SECTIONS 1107(a), 1108, 363(b),
AND 105(a) OF THE BANKRUPTCY CODE (I) AUTHORIZING
PAYMENT OF PREPETITION CLAIMS OF SHIPPERS, WAREHOUSEMEN,
SUBCONTRACTORS, AND TECHNICIANS AND (II) AUTHORIZING FINANCIAL
INSTITUTIONS TO HONOR AND PROCESS RELATED CHECKS AND TRANSFERS**

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 (i) authorizing the payment, in the ordinary course and in the Debtors’ sole discretion, of certain prepetition claims of Shippers, Warehousemen, Subcontractors, and Technicians and (ii) authorizing Banks to receive, process, honor, and pay all checks and electronic funds transfer requests relating to the foregoing, 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

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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 U.S. Trustee having appointed the Statutory Committee of Unsecured Creditors (the “Creditors’ Committee”) in the above-captioned cases [Docket No. 191]; 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 *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 upon the entry of this Court’s *Order (I) Authorizing Payment of Prepetition Claims of Shippers, Warehousemen, Subcontractors, and Technicians and (II) Authorizing Financial Institutions to Honor and Process Related Checks and Transfers* [Docket No. 60] (the “Original Order”); and upon the comments received from the Creditors’ Committee after entry of the Original Order pursuant to Local Rule 9013-1(m)(v); 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, to the extent permitted by the DIP Documents (as defined in the Debtors’ motion filed on the Commencement Date seeking interim and final approval of postpetition financing), the Debtors are authorized, but not directed, to pay, in the ordinary course of business and in their sole discretion, prepetition Logistics Providers’ Claims to the

extent the goods or services provided by the applicable Logistics Provider is necessary to the operation of the Debtors' business; and it is further

ORDERED that the Debtors' payment of such prepetition Logistics Providers' Claims shall not exceed \$45 million absent further order of this Court; *provided, however*, that the Debtors shall provide the Creditors' Committee with such advance notice as is practicable under the circumstances of any motion to increase the allowable amount of payments in excess of \$45 million and it is further

ORDERED that upon payment by the Debtors, any lien and/or interest held by a Logistics Provider shall be deemed released and expunged, without necessity of further action, and this Order, together with proof of payment, shall be all that is required to evidence such release and expungement; and it is further

ORDERED that the Debtors shall provide to the administrative agent for its debtor in possession financing and to counsel for the Creditors' Committee bi-weekly written reports of the aggregate amount of payments made hereunder for the immediately preceding unreported period and reasonable and timely access to information sufficient to enable such agent to monitor payments made, obligations satisfied, and other actions taken pursuant to this Order; *provided, however*, that if the advisors for the Creditors' Committee make a reasonable request for additional information that the Debtors are readily able to compile to be included in such report, the respective financial advisors for the Creditors' Committee and the Debtors shall work cooperatively to reach agreement on a mutually acceptable way to reflect such additional information in the report; *provided further however*, the Creditors' Committee's rights to return to Court if the Debtors and the Creditors' Committee are unable to reach an agreement with respect to such additional information are hereby preserved and the Creditors' Committee's

rights to obtain any other information in accordance with its duties under the Bankruptcy Code are also hereby preserved; and it is further

ORDERED that the Debtors shall undertake reasonable efforts to condition any payment on account of any Logistics Providers' Claim on the written acknowledgment from the applicable Logistics Provider that it will continue to provide its services on the same terms as provided to the Debtors before the Commencement Date, or under such other trade practices and programs that are at least as favorable as those in effect before the Commencement Date; and it is further

ORDERED that the Debtors are authorized to negotiate more favorable trade terms with any Logistics Provider as a condition to payment of its prepetition claim; and it is further

ORDERED that the Banks are authorized, at the Debtors' request, to receive, honor, process, and pay any and all checks and electronic transfers related to the prepetition claims of the Logistics Providers, whether presented before or after the Commencement Date, provided that there are sufficient good funds standing to the Debtors' credit in the applicable accounts to cover such payments; and it is further

ORDERED that the Banks are authorized to rely on the representations of the Debtors as to which checks or fund transfers are issued or authorized to be paid pursuant to this Order without any duty of further inquiry and without liability for following the Debtors' instructions; and it is further

ORDERED that the Debtors shall be and hereby are authorized to issue in their sole discretion new postpetition checks or effect new postpetition fund transfers to pay the Logistics Providers to replace any prepetition check or fund transfer requests that may be

dishonored or rejected; and it is further

ORDERED nothing in the Motion or this Order shall impair the Debtors' or any other party's ability to contest, without prejudice, in each party's sole discretion, the validity and amounts of the Logistics Providers' Claims, and to recoup for the Debtors' estates any amounts paid on account of the Logistics Providers' Claims to the extent the validity or amount of such claims are later successfully contested; and it is further

ORDERED that nothing in the Motion or this Order provides or shall be deemed to provide that any lien (contractual, common law, statutory, or otherwise) securing a claim that is paid pursuant to this Order constitutes a valid enforceable lien, and the Debtors and all other parties in interests reserve all rights to contest the extent, validity, perfection, or possible avoidance of any such liens, and to recoup for the Debtors' estates any amounts paid on account of the Logistics Providers' Claims to the extent the validity or perfection of such liens are later successfully contested or such liens are later avoided; and it is further

ORDERED that nothing in the Motion or this Order shall be deemed to constitute the postpetition assumption of any executory contract between the Debtors and any third-party; and it is further

ORDERED that nothing in the Motion or this Order shall prejudice the Debtors' rights to request authority to make additional payments to Logistics Providers pursuant to the terms of this Order; and it is further

ORDERED that to the extent that there may be any inconsistency between the terms of the interim or final order approving the proposed debtor in possession financing, if and when entered, and this Order, the terms of the interim or final order approving the proposed debtor in possession financing, as applicable, shall govern; and it is further

ORDERED that the requirements of Bankruptcy Rule 6003 are satisfied by the contents of the Motion and the arguments and evidence presented at the hearing; and it is further

ORDERED that pursuant to Bankruptcy Code section 102(1)(A), Bankruptcy Rule 6004(a) is waived, for the purposes of the Motion, and notwithstanding any applicability of Bankruptcy Rule 6004(h), this Order shall be immediately effective and enforceable upon its entry; 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 __, 2011
Wilmington, Delaware

The Honorable Kevin Gross
Chief Judge, United States Bankruptcy Court

EXHIBIT B

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

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NEWPAGE CORPORATION, et al.,	:	Case No. 11-12804 (KG)
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AMENDED ORDER PURSUANT TO SECTIONS 1107(a), 1108, 363(b), AND 105(a) OF THE BANKRUPTCY CODE (I) AUTHORIZING PAYMENT OF PREPETITION CLAIMS OF SHIPPERS, WAREHOUSEMEN, SUBCONTRACTORS, AND TECHNICIANS AND (II) AUTHORIZING FINANCIAL INSTITUTIONS TO HONOR AND PROCESS RELATED CHECKS AND TRANSFERS

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 (i) authorizing the payment, in the ordinary course and in the Debtors' sole discretion, of certain prepetition claims of Shippers, Warehousemen, Subcontractors, and Technicians and (ii) authorizing Banks to receive, process, honor, and pay all checks and electronic funds transfer requests relating to the foregoing, 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.

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§§ 1408 and 1409; and no trustee, ~~or examiner, or statutory creditors' committee~~ having been appointed in these chapter 11 cases; and on September 21, 2011, the U.S. Trustee having appointed the Statutory Committee of Unsecured Creditors (the "Creditors' Committee") in the above-captioned cases [Docket No. 191]; 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 *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 upon the entry of this Court's Order (I) Authorizing Payment of Prepetition Claims of Shippers, Warehousemen, Subcontractors, and Technicians and (II) Authorizing Financial Institutions to Honor and Process Related Checks and Transfers [Docket No. 60] (the "Original Order"); and upon the comments received from the Creditors' Committee after entry of the Original Order pursuant to Local Rule 9013-1(m)(v); 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, to the extent permitted by the DIP Documents (as defined in the Debtors' motion filed on the Commencement Date seeking interim and final approval of postpetition financing), the Debtors are authorized, but not directed, to pay, in the ordinary course of business and in their sole discretion, prepetition Logistics Providers' Claims to the

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ORDERED that the Debtors' payment of such prepetition Logistics Providers' Claims shall not exceed \$45 million absent further order of this Court; provided, however, that the Debtors shall provide the Creditors' Committee with such advance notice as is practicable under the circumstances of any motion to increase the allowable amount of payments in excess of \$45 million and it is further

ORDERED that upon payment by the Debtors, any lien and/or interest held by a Logistics Provider shall be deemed released and expunged, without necessity of further action, and this Order, together with proof of payment, shall be all that is required to evidence such release and expungement; and it is further

ORDERED that the Debtors shall provide to the administrative agent for its debtor in possession financing and to counsel for the Creditors' Committee bi-weekly written reports of the aggregate amount of payments made hereunder for the immediately preceding unreported period and reasonable and timely access to information sufficient to enable such agent to monitor payments made, obligations satisfied, and other actions taken pursuant to this Order; provided, however, that if the advisors for the Creditors' Committee make a reasonable request for additional information that the Debtors are readily able to compile to be included in such report, the respective financial advisors for the Creditors' Committee and the Debtors shall work cooperatively to reach agreement on a mutually acceptable way to reflect such additional information in the report; provided further however, the Creditors' Committee's rights to return to Court if the Debtors and the Creditors' Committee are unable to reach an agreement with respect to such additional information are hereby preserved and the Creditors' Committee's

rights to obtain any other information in accordance with its duties under the Bankruptcy Code
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ORDERED that the Debtors shall undertake reasonable efforts to condition any payment on account of any Logistics Providers' Claim on the written acknowledgment from the applicable Logistics Provider that it will continue to provide its services on the same terms as provided to the Debtors before the Commencement Date, or under such other trade practices and programs that are at least as favorable as those in effect before the Commencement Date; and it is further

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ORDERED that the Banks are authorized to rely on the representations of the Debtors as to which checks or fund transfers are issued or authorized to be paid pursuant to this Order without any duty of further inquiry and without liability for following the Debtors' instructions; and it is further

ORDERED that the Debtors shall be and hereby are authorized to issue in their sole discretion new postpetition checks or effect new postpetition fund transfers to pay the

Logistics Providers to replace any prepetition check or fund transfer requests that may be dishonored or rejected; and it is further

ORDERED nothing in the Motion or this Order shall impair the Debtors' or any other party's ability to contest, without prejudice, in each party's sole discretion, the validity and amounts of the Logistics Providers' Claims, and to recoup for the Debtors' estates any amounts paid on account of the Logistics Providers' Claims to the extent the validity or amount of such claims are later successfully contested; and it is further

ORDERED that nothing in the Motion or this Order provides or shall be deemed to provide that any lien (contractual, common law, statutory, or otherwise) securing a claim that is paid pursuant to this Order constitutes a valid enforceable lien, and the Debtors and all other parties in interests reserve all rights to contest the extent, validity, perfection, or possible avoidance of any such liens, and to recoup for the Debtors' estates any amounts paid on account of the Logistics Providers' Claims to the extent the validity or perfection of such liens are later successfully contested or such liens are later avoided; and it is further

ORDERED that nothing in the Motion or this Order shall be deemed to constitute the postpetition assumption of any executory contract between the Debtors and any third-party; and it is further

ORDERED that nothing in the Motion or this Order shall prejudice the Debtors' rights to request authority to make additional payments to Logistics Providers pursuant to the terms of this Order; and it is further

ORDERED that to the extent that there may be any inconsistency between the terms of the interim or final order approving the proposed debtor in possession financing, if and

when entered, and this Order, the terms of the interim or final order approving the proposed debtor in possession financing, as applicable, shall govern; and it is further

ORDERED that the requirements of Bankruptcy Rule 6003 are satisfied by the contents of the Motion and the arguments and evidence presented at the hearing; and it is further

ORDERED that pursuant to Bankruptcy Code section 102(1)(A), Bankruptcy Rule 6004(a) is waived, for the purposes of the Motion, and notwithstanding any applicability of Bankruptcy Rule 6004(h), this Order shall be immediately effective and enforceable upon its entry; 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: ~~September~~October __, 2011
Wilmington, Delaware

The Honorable Kevin Gross
Chief Judge, United States Bankruptcy Court

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