

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

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<i>In re</i>	:	
	:	<b>Chapter 11</b>
	:	
NEWPAGE CORPORATION, <i>et al.</i> ,	:	<b>Case No. 11-12804 (KG)</b>
	:	
Debtors. <sup>1</sup>	:	<b>Jointly Administered</b>
	:	
	x	<b>Re: Docket Nos. 163 &amp; 298</b>

**AGREED FINAL ORDER MODIFYING REPORTING  
REQUIREMENTS OF BANKRUPTCY RULE 2015.3(a)  
PURSUANT TO BANKRUPTCY RULE 2015.3(d) FOR NONDEBTOR ENTITIES**

Upon the motion dated September 20, 2011 (the “Motion”)<sup>2</sup> 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 the Court having entered an order on October 4, 2011 (the “Interim Order”) [Docket No. 298], granting the relief requested in the Motion on an interim basis; 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

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<sup>1</sup> 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.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.



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 “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 the Committee having filed a limited objection to the Motion; 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 objections to the Motion having been resolved, 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 the reporting requirements of Bankruptcy Rule 2015.3(a) are modified for cause, to the extent set forth herein, and it is further

ORDERED that Androscoggin Reservoir Company, Rumford GIPOP Inc., and Gulf Island Pond Oxygenation Project (collectively, the “Non-Substantial Entities”) are entities in which the Debtors have a non-substantial interest; and it is further

ORDERED that for purposes of the Rule 2015.3 Reporting Requirements, the periodic reports (the “Monitor Reports”) of the Monitor appointed in the Canadian Proceeding, which reports are publicly available, adequately account for the operations of NPPH to the extent it is subject to Rule 2015.3, and accordingly, the Debtors do not need to submit any additional or

further reporting under Rule 2015.3 with respect to NPPH. The Monitor Reports are publicly available at: [www.ey.com/ca/npph](http://www.ey.com/ca/npph); and it is further

ORDERED that for the purposes of the Rule 2015.3 Reporting Requirements, the quarterly financial reports (the “FERC Reports”) the Debtors file with the Federal Energy Regulatory Commission, which reports are publicly available, adequately account for the operations of Consolidated Water to the extent it is subject to Rule 2015.3, and accordingly, the Debtors do not need to submit any additional or further reporting under Rule 2015.3 with respect to Consolidated Water. The FERC Reports are publicly available at [www.ferc.gov](http://www.ferc.gov); and it is further

ORDERED that the Debtors shall file with the Court the periodic reports on Official Form B26 (as modified herein) pursuant to Rule 2015.3 (the “Rule 2015.3 Reports”) with respect to the Rule 2015.3 Entities; and it is further

ORDERED that with respect to the Rule 2015.3 Entities, the Debtors shall provide the information on page 1 of Official Form B26, sign page 2 of Official Form B26, and complete Exhibit C to Official Form B26; and it is further

ORDERED that with respect to the Non-Substantial Entities, the Debtors shall not be required to complete Exhibits A and B to Official Form B26; and it is further

ORDERED that with respect to Consolidated Water and NPPH, the Debtors shall refer to the FERC Report or Monitor Report as applicable, and such actions shall be considered completion of Exhibits A and B to Official Form B26; and it is further

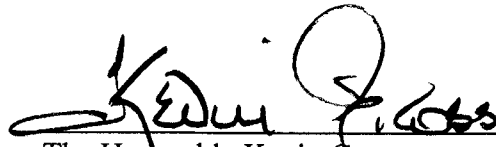
ORDERED that the Debtors shall file an initial 2015.3 Report by December 1, 2011; and it is further

ORDERED that the Debtors shall file periodic 2015.3 Reports every six months and through the effective date of a plan of reorganization; 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 Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Order.

Dated: November 9, 2011  
Wilmington, Delaware

  
The Honorable Kevin Cross  
Chief Judge, United States Bankruptcy Court