

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**
: **Re: Docket Nos. 171 & 304**
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FIRST SUPPLEMENTAL 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 DEBTORS AND DEBTORS IN POSSESSION NUNC PRO TUNC TO THE PETITION DATE

LAURA DAVIS JONES, ESQUIRE, being duly sworn, deposes and says:

1. I am a partner in the firm of Pachulski Stang Ziehl & Jones LLP (“PSZ&J” or the “Firm”), located at 919 North Market Street, 17th Floor, Wilmington, Delaware 19801, and have been duly admitted to practice law in the State of Delaware, the United States District Court for the District of Delaware, the United States Court of Appeals for the Third Circuit, and the Supreme Court of the United States. This supplemental affidavit (the “First Supplemental Affidavit”) is submitted in further support of the *Application of the Debtors*

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.



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 Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date (the “Application”), which was filed by the above-captioned debtors and debtors in possession (the “Debtors”) on September 20, 2011 [Docket No. 171] (the “Application”) and granted on October 4, 2011 [Docket No. 304], and in addition to my affidavit originally filed with the Application (the “Original Affidavit”).

2. PSZJ has continued its conflicts review with respect to creditors of the Debtors’ estate identified on the Debtors’ creditor matrix and in connection with appearances made in the Debtors’ cases.

3. I, on behalf of the Firm, make the following supplemental disclosures in connection with the Application:

a. PSZ&J represents Oracle America, Inc. (“Oracle”), in a very few open matters unrelated to the Debtors’ cases. Upon information and belief, Oracle is a creditor of the Debtors. The Firm does not and will not represent Oracle in connection with the Debtors’ chapter 11 cases.

4. PSZJ is disinterested within the meaning of 11 U.S.C. § 101(14), as modified by 11 U.S.C. § 1107(b), and neither holds nor represents interests adverse to the Debtors or to the Debtors’ estate.

5. Except as specifically disclosed in the Original Affidavit or as discussed herein above, to the best of my knowledge, PSZJ does not represent any of the Debtors’ known

creditors. PSZJ, however, will file supplemental affidavits when necessary and as PSZJ becomes aware of additional material information.

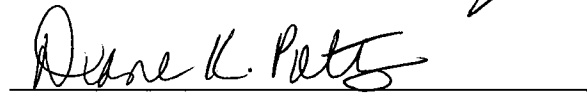
6. Except as supplemented by this First Supplemental Affidavit, to the best of my knowledge, the facts set forth in the Original Affidavit are true and correct.

Dated: November __, 2011



Laura Davis Jones

SWORN TO AND SUBSCRIBED before me
this 9th day of November 2011



Notary Public

My Commission Expires: 2-20-12

DIANE K. POTTS
NOTARY PUBLIC
STATE OF DELAWARE
My commission expires Feb. 20, 2012