

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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<i>In re</i>	:	Chapter 11
	:	
NEWPAGE CORPORATION, <i>et al.</i> ,	:	Case No. 11-12804 (KG)
	:	
Debtors. ¹	:	Jointly Administered
	:	
-----x	:	Re: Docket Nos. 13, 75, 228, 299, & 515

**CERTIFICATION OF COUNSEL IN SUPPORT OF
ADDITIONAL SUPPLEMENTAL ORDER (I) PROHIBITING UTILITY
PROVIDERS FROM ALTERING, REFUSING, OR DISCONTINUING
UTILITY SERVICES, (II) APPROVING THE DEBTORS' PROPOSED FORM
OF ADEQUATE ASSURANCE, AND (III) ESTABLISHING PROCEDURES
FOR RESOLVING OBJECTIONS THERETO BY UTILITY PROVIDERS**

The undersigned counsel for the above-captioned debtors and debtors in possession (the "Debtors") hereby certifies that:

1. On September 7, 2011, the Debtors filed the *Debtors' Motion, Pursuant to Sections 105(a) and 366 of the Bankruptcy Code, for Order (I) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Utility Services, (II) Approving the Debtors' Proposed Form of Adequate Assurance, (III) Establishing Procedures for Resolving Objections Thereto by Utility Providers, and (IV) Scheduling a Final Hearing Thereon* (the "Motion") [Docket No. 13], and on September 8, 2011, the Court entered the *Order (Interim) (I) Prohibiting Utility*

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.



Providers from Altering, Refusing, or Discontinuing Utility Services, (II) Approving the Debtors' Proposed Form of Adequate Assurance, (III) Establishing Procedures for Resolving Objections Thereto by Utility Providers, and (IV) Scheduling a Final Hearing [Docket No. 75].

2. Thereafter, the Debtors provided notice of the Motion, and the deadline for responding or objecting to the Motion was September 27, 2011, at 4:00 p.m. The Debtors received certain formal and informal objections, all but one of which have been resolving in connection with the *Final Order (I) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Utility Services, (II) Approving the Debtors' Proposed Form of Adequate Assurance, (III) Establishing Procedures for Resolving Objections Thereto By Utility Providers [Docket No. 299]* or the *Supplemental Order (I) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Utility Services, (II) Approving the Debtors' Proposed Form of Adequate Assurance, (III) Establishing Procedures for Resolving Objections Thereto By Utility Providers [Docket No. 515].*

3. The remaining objection is the *Objection of Sprague Energy Corp. to Debtors' Motion Pursuant to Sections 105(a) and 366 of the Bankruptcy Code For Order (I) Prohibiting Utility Providers From Altering, Refusing, or Discontinuing Utility Services, (II) Approving the Debtors' Proposed Form of Adequate Assurance, (III) Establishing Procedures For Resolving Objections Thereto by Utility Providers, and (IV) Scheduling a Final Hearing Thereon, And Request For Judicial Notice With Respect to Certain Matters Relating Thereto (the "Sprague Objection") [Docket No. 228]* filed by Sprague Energy Corp. ("Sprague"). The disposition of the Sprague Objection has been adjourned from time to time upon agreement between the Debtors and Sprague.

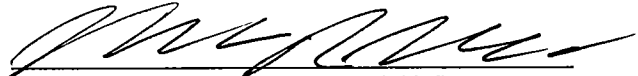
4. The Debtors and Sprague have now resolved the Sprague Objection.

5. Attached hereto as Exhibit A is the proposed *Additional Supplemental Order (I) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Utility Services, (II) Approving the Debtors' Proposed Form of Adequate Assurance, (III) Establishing Procedures for Resolving Objections Thereto By Utility Providers* (the "Proposed Order"). The Proposed Order is acceptable to Sprague and resolves the last remaining objection to the Motion.

6. Counsel for the Debtors respectfully requests entry of the Proposed Order at the Court's convenience. Counsel for the Debtors is available should the Court have any questions or concerns with the foregoing.

Dated: December 21, 2011

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EXHIBIT A

**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	Re: Docket Nos. 13, 75, 228, 299, & 515

ADDITIONAL SUPPLEMENTAL ORDER (I) PROHIBITING UTILITY PROVIDERS FROM ALTERING, REFUSING, OR DISCONTINUING UTILITY SERVICES, (II) APPROVING THE DEBTORS' PROPOSED FORM OF ADEQUATE ASSURANCE, AND (III) ESTABLISHING PROCEDURES FOR RESOLVING OBJECTIONS THERETO BY UTILITY PROVIDERS

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 entry of interim and final orders, pursuant to sections 105(a) and 366 of title 11 of the United States Code (the "Bankruptcy Code") (i) prohibiting the utility providers (collectively, the "Utility Providers") listed on Schedule 1 attached to the Motion from altering, refusing, or discontinuing utility services to the Debtors, (ii) approving the Debtors' proposed form of adequate assurance, and (iii) establishing procedures for resolving objections thereto by Utility Providers; and the Court having entered an order on September 8, 2011, granting the relief requested in the Motion on an interim basis; and the Court having entered an order on October 4, 2011 (the "Final Order"), granting the relief

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

requested in the Motion on a final basis, and adjourning certain objections (the “Adjourned Objections”) to the relief granted in the Final Order; and the Court having entered a supplemental order on November 9, 2011, overruling certain of the Adjourned Objections; and the Debtors having agreed to resolve certain of the Adjourned Objections as set forth herein; it is

ORDERED that based on the agreement of the Debtors to remove Sprague Energy Corporation, n/k/a Sprague Operating Resources LLC (“Sprague”), from Schedule 2 of the Motion, and to not designate Sprague as a Utility Provider in the future, the *Objection of Sprague Energy Corp. to Debtors’ Motion Pursuant to Sections 105(a) and 366 of the Bankruptcy Code for Order (I) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Utility Services, (II) Approving the Debtors’ Proposed Form of Adequate Assurance, (III) Establishing Procedures for Resolving Objections Thereto by Utility Providers, and (IV) Scheduling a Final Hearing Thereon, and Request for Judicial Notice with Respect to Certain Matters Relating Thereto* [Docket No. 228] is hereby deemed to be withdrawn; 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 and/or the Agreement.

Dated: December __, 2011
Wilmington, Delaware

The Honorable Kevin Gross
Chief Judge, United States Bankruptcy Court