

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
	:	Related Docket Nos. 302, 446,
	:	982, 1156, & 1288
-----X		

FIFTH SUPPLEMENTAL NOTICE OF ORDINARY COURSE PROFESSIONALS

PLEASE TAKE NOTICE that the above-captioned debtors and debtors-in-possession (the “Debtors”), hereby submit this *Fifth Supplemental Notice of Ordinary Course Professionals* (“OCP”) and the attached *Supplement to Schedule 3 to Order Authorizing Debtors to Employ and Compensate Ordinary Course Professionals* to supplement Schedule 3 of the *Order Authorizing Debtors to Employ and Compensate Ordinary Course Professionals* (Docket No. 302) filed on October 4, 2011 (the “Order”). The Debtors previously filed their *First Supplemental Notice of Ordinary Course Professionals* (the “First Supplement”) [Docket No. 446]; their *Second Supplemental Notice of Ordinary Course Professionals* (the “Second Supplement”) [Docket No. 982]; their *Third Supplemental Notice of Ordinary Course*

¹ The Debtors in these chapter 11 cases, along with the last four (4) 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.



Professionals (the “Third Supplement”) [Docket No. 1156]; and their *Fourth Supplemental Notice of Ordinary Course Professionals* (the “Fourth Supplement”) [Docket No. 1288].

PLEASE TAKE FURTHER NOTICE that pursuant to the Order, the Debtors may seek to retain an OCP not presently listed in Schedule 3 to the Order as modified by the First Supplement, the Second Supplement, the Third Supplement, and the Fourth Supplement without the need to file individual retention applications for each additional OCP, by filing a supplement to Schedule 3, listing the names and addresses of each additional OCP as attached hereto as Exhibit A (the “Fifth Supplemental List of OCP’s”), and attaching thereto the relevant OCP Affidavit and Retention Questionnaire (the “Affidavit”) for each additional OCP. The Affidavit for Beveridge & Diamond, P.C., is attached hereto as Exhibit B.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Fifth Supplemental List of OCP’s or the attached Affidavit shall be made in writing, shall state with particularity the grounds therefor, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, and shall be filed with the Clerk of the Bankruptcy Court and served upon (i) co-attorneys to the Debtors, Dewey & LeBoeuf LLP, 1301 Avenue of the Americas, New York, NY 10019, Attn: Judy G.Z. Liu, Esq., and Philip M. Abelson, Esq., (ii) co-attorneys for the Debtors, Pachulski Stang Ziehl & Jones LLP, 919 North Market St., 17th Floor, Wilmington, DE 19801, Attn: Laura Davis Jones, Esq., (iii) co-attorneys to the Creditors’ Committee, Paul Hastings LLP, 75 East 55th Street, New York, NY 10022, Attn: Luc A. Despina, Esq.; and 875 15th Street NW, Washington, DC 20005, Attn: Robert E. Winter, Esq.,

(iv) co-attorneys to the Creditors' Committee, Young Conaway Stargatt & Taylor LLP, 1000 West Street, 17th Floor, Wilmington, DE 19801, Attn: James L. Patton, Jr., Esq., (v) counsel to JPMorgan Chase Bank, N.A., as agent for the debtor in possession financing, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, NY 10017, Attn: Marshall S. Huebner, Esq., and (vi) Office of the U.S. Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, DE 19801, Attn: David Klauder.

PLEASE TAKE FURTHER NOTICE that pursuant to the Order, unless timely objections are received, the Fifth Supplemental List is deemed approved by this Court without the need for a hearing or further order.

Dated: April 9, 2012

PACHULSKI STANG ZIEHL & JONES LLP



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-and-

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New York, New York 10019
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Facsimile: 212.259.6333

*Attorneys for the Debtors and Debtors in
Possession*

EXHIBIT A

IN THE UNITED STATES BANKRUPTCY COURT
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<i>In re</i>	:	Chapter 11
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FIFTH SUPPLEMENT TO SCHEDULE 3 TO ORDER AUTHORIZING DEBTORS TO EMPLOY AND COMPENSATE ORDINARY COURSE PROFESSIONALS

Professional	Address	Position
Beveridge & Diamond, P.C.	1350 I Street, NW Suite 1700 Washington, DC 20005	Legal services in connection with product stewardship.

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EXHIBIT B

IN THE UNITED STATES BANKRUPTCY COURT
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RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY NEWPAGE CORPORATION AND CERTAIN OF ITS SUBSIDIARIES AND AFFILIATES, AS DEBTORS AND DEBTORS IN POSSESSION (COLLECTIVELY, THE "DEBTORS").

**DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:**

PACHULSKI STANG ZIEHL & JONES LLP
919 North Market Street, 17th Floor
Wilmington, Delaware 19801
Attn: Laura Davis Jones, Esq.

-with a copy to-

DEWEY & LEBOEUF LLP
1301 Avenue of the Americas
New York, New York 10019
Attn: Judy G.Z. Liu, Esq.
Philip M. Abelson, Esq.

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

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1. Name and address of Firm:
Beveridge & Diamond, P.C., 1350 I Street, NW, Suite 700, Washington, DC 20005
2. Date of retention for pending matters: March 23, 2012
3. Type of services provided (accounting, legal, etc.): Legal Services
4. Brief description of services to be provided:
Counseling on product stewardship, including advice on FDA requirements for paper used for food packaging
5. Arrangements for compensation (hourly, contingent, etc.): hourly
 - (a) Average hourly rate (if applicable): \$550
 - (b) Estimated average monthly compensation for pending matters:
\$10,000
6. Prepetition claims against the Debtors held by the Firm: None
7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the Firm: Not applicable

Name: _____

Status: _____

Amount of Claim: \$ _____

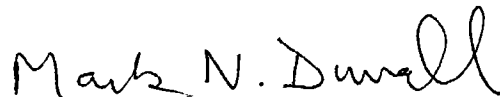
Date claim arose: _____

Basis of Claim: _____

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the Firm is to be employed.

None

Dated: April 6, 2012



Name: Mark N. Duvall

Title: Principal

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**AFFIDAVIT AND DISCLOSURE STATEMENT OF MARK N. DUVALL, ON BEHALF
OF BEVERIDGE & DIAMOND, P.C.**

WASHINGTON, D.C.)
) ss:
)

Mark N. Duvall, being duly sworn, upon his oath, deposes and says:

1. I am a principal of Beveridge & Diamond, P.C., located at 1350 I Street, NW, Washington, DC 200005 (the "Firm").
2. NewPage Corporation and certain of its subsidiaries and affiliates, as debtors and debtors in possession (together, the "Debtors"), have requested that the Firm provide legal services to the Debtors in connection with the following matter(s): counseling on product stewardship, including advice on Food and Drug Administration requirements for paper used for food packaging, and the Firm has consented to provide such professional services.
3. The Firm may have performed professional services in the past, may currently perform services and may perform professional services in the future, in matters

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unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. However, the Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties in interest in these chapter 11 cases.

5. In the ordinary course of its business, the Firm maintains a database for purposes of performing "conflict checks." The Firm's database contains information regarding the Firm's present and past representations. Pursuant to Federal Rule of Bankruptcy Procedure 2014(a), I obtained a list of the entities identified in Rule 2014(a) from counsel to the Debtors for purposes of searching the aforementioned database and determining the connection(s) which the Firm has with such entities. The Firm's search of the database identified the following connections: The Firm represents certain of the parties in interest in connection with environmental regulatory matters and in connection with environmental and tort litigation.

6. Neither I nor any other principal of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

7. Neither I, nor any principal of, or professional employed by, the Firm insofar as I have been able to ascertain upon reasonable inquiry, holds or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which this Firm is to be employed.

8. As of the Commencement Date, the Debtors owed the Firm \$0 for prepetition services and expenses, the payment of which is subject to limitations contained in the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532.

9. As of September 7, 2011, which was the date on which the Debtors commenced these chapter 11 cases, the Firm was not party to an engagement or services agreement with the Debtors.

10. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit, as necessary.

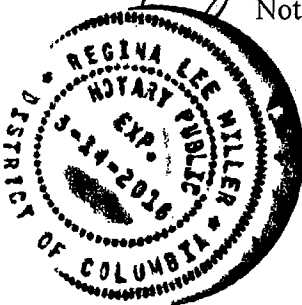
11. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this affidavit was executed on April 6, 2012, at Washington, DC.

Mark N. Duvall

Name: Mark N. Duvall
Title: Principal

SWORN TO AND SUBSCRIBED before me
this 6th day of April, 2012

Regina Lee Miller
Notary Public



REGINA LEE MILLER
NOTARY PUBLIC DISTRICT OF COLUMBIA
My Commission Expires March 14, 2016