

**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, 1387, 1408, & 1506
-----X		

EIGHTH SUPPLEMENTAL NOTICE OF ORDINARY COURSE PROFESSIONALS

PLEASE TAKE NOTICE that the above-captioned debtors and debtors-in-possession (the “Debtors”), hereby submit this *Eighth 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 Professionals* (the “Third Supplement”) [Docket No. 1156]; their *Fourth Supplemental Notice of Ordinary Course Professionals* (the “Fourth Supplement”) [Docket No. 1288]; their *Fifth*

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.



Supplemental Notice of Ordinary Course Professionals (the “Fifth Supplement”) [Docket No. 1387]; their *Sixth Supplemental Notice of Ordinary Course Professionals* (the “Sixth Supplement”) [Docket No. 1408]; and their *Seventh Supplemental Notice of Ordinary Course Professionals* (the “Seventh Supplement”) [Docket No.1506].

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, the Fourth Supplement, the Fifth Supplement, the Sixth Supplement, and the Seventh 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 “Eighth Supplemental List of OCP’s”), and attaching thereto the relevant OCP Affidavit and Retention Questionnaire (the “Affidavit”) for each additional OCP. The Affidavit for Dinsmore & Shohl LLP, is attached hereto as Exhibit B.

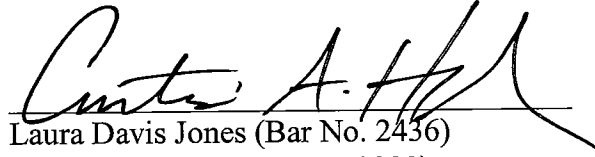
PLEASE TAKE FURTHER NOTICE that objections, if any, to the Eighth Supplemental List of OCP’s or the attached Affidavit shall be made in writing, shall state with particularity the grounds therefor, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of Bankruptcy Practice and 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, Proskauer Rose LLP, Eleven Times Square, New York, NY, 10036-8299, 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 Eighth Supplemental List is deemed approved by this Court without the need for a hearing or further order.

Dated: June 14, 2012

PACHULSKI STANG ZIEHL & JONES LLP



Laura Davis Jones (Bar No. 2436)

Michael R. Seidl (Bar No. 3889)

Timothy P. Cairns (Bar No. 4228)

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-and-

PROSKAUER ROSE LLP

Martin J. Bienenstock

Judy G.Z. Liu

Philip M. Abelson

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(Eighth Avenue & 41st Street)

New York, New York 10036-8299

Telephone: 212.969.3000

Facsimile: 212.969.2900

*Attorneys for the Debtors and Debtors in
Possession*

EXHIBIT A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X	:	Chapter 11
<i>In re</i>	:	
	:	
NEWPAGE CORPORATION, <i>et al.</i> ,	:	Case No. 11-12804 (KG)
	:	
Debtors. ¹	:	Jointly Administered
	:	Related Docket Nos. 302, 446,
	:	982, 1156, 1288, 1387, 1408, & 1506
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**EIGHTH SUPPLEMENT TO SCHEDULE 3 TO ORDER AUTHORIZING DEBTORS
TO EMPLOY AND COMPENSATE ORDINARY COURSE PROFESSIONALS**

Professional	Address	Position
Dinsmore & Shohl LLP	10 N. Ludlow Street Suite 1100 Dayton, OH 45402	Environmental legal counsel.

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EXHIBIT B

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X
In re : Chapter 11
NEWPAGE CORPORATION, *et al.*, : Case No. 11-12804 (KG)
Debtors.¹ : Jointly Administered
-----X

AFFIDAVIT AND DISCLOSURE STATEMENT OF Timothy D. Hoffman, ON BEHALF OF Dinsmore & Shohl LLP

STATE OF OHIO)
) ss:
COUNTY OF MONTGOMERY)

Timothy D. Hoffman, being duly sworn, upon his oath, deposes and says:

1. I am a Partner of Dinsmore & Shohl LLP, located at 10 N. Ludlow Street, Suite 1100, Dayton, OH 45402 (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 environmental legal counsel to the Debtors in connection with the following matter(s): Kentucky air permit issues 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 unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter

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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: See attached.

6. Neither I nor any principal, partner 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, partner 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.

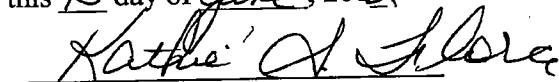
9. As of September 7, 2011, which was the date on which the Debtors commenced these chapter 11 cases, the Firm was not party to an engagement or services agreement with the Debtors.

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 June 2012, at Dayton, Ohio.


Name: Timothy D. Hoffman
Title: Partner

SWORN TO AND SUBSCRIBED before me
this 13 day of June, 2012


Notary Public

KATHIE S. FLORA, Notary Public
In and for the State of Ohio
My Commission Expires Oct. 28, 2013

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

-----X
: **Chapter 11**
: **Case No. 11-12804 (KG)**
: **Jointly Administered**
: **Debtors.¹**
-----X

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-

Proskauer
Eleven Times Square
New York, NY 10036-8299
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:
Dinsmore & Shohl LLP
10 N. Ludlow Street
Suite 1100
Dayton, OH 45402
2. Date of retention for pending matters: June 4, 2012
3. Type of services provided (accounting, legal, etc.):
Environmental legal counsel
4. Brief description of services to be provided:
Advice in connection with Kentucky air permit renewals
5. Arrangements for compensation (hourly, contingent, etc.)
Hourly
- (a) Average hourly rate (if applicable):
\$375
- (b) Estimated average monthly compensation for pending matters:
\$5,000 to \$12,000 depending on level of activity
6. Prepetition claims against the Debtors held by the Firm:
Amount of claim: \$ -0-
Date claim arose: N/A
Basis of Claim: N/A

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the Firm:

Name: N/A

Status: N/A

Amount of Claim: \$-0-

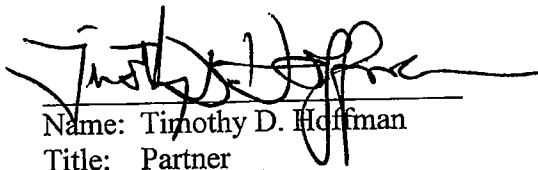
Date claim arose: N/A

Basis of Claim: N/A

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 known

Dated: June, 2012


Name: Timothy D. Hoffman
Title: Partner

NEWPAGE CORPORATION, et al
Case No. 11-12804(KG)
Attachment to Affidavit of Timothy D. Hoffman, Esq.

The following list of parties identified in Rule 2014(a) received from counsel to Debtors have either been or are current clients of Dinsmore & Shohl LLP and are being disclosed pursuant to paragraph 5 of the above mentioned affidavit. Dinsmore & Shohl is not representing any of those parties in connection with this matter.

Accenture
Sonoco
ERCO Worldwide
HSBC Bank
Nalco
National Starch
Omya
Minteq(Specialty Minerals)
Rumford
Ace American Insurance
Allianz
Zurich
Axis
Chartis
Commerce Insurance
Continental Casualty
CNA
Everest
Factory Mutual
Federal Insurance
Chubb
Great American
Illinois Union Insurance
Union Central
Harbor Insurance
Penn National Insurance
National Union
US Specialty
HCC
Westchester
Safety National
National Casualty
XL Insurance
Daniel A Clark
David Bishop
David Santez
Cerebus

James Tyrone
Bank of NY
Mellon Bank
Bankers Trust
Wells Fargo
US Bancorp
Deutsche Bank
Wilmington Trust
JP Morgan
Goldman Sachs
National Starch
Bank of America
Wachovia
XPEDX
Quebecor World
State Farm
Illinois Central RR
Georgia Pacific
Ron Miller
Akin Gump
Paul Hastings
Janet Smith
Matthew McDonald
Kentucky Utilities
Liberty Tire
Massey
Mountaineer Energy
NiSource
Shell Oil
Spectra Precision
ANR Freight
Verizon
Arent Fox
Baker McKenzie
Fasken Martineau
Jackson Lewis
King Spaulding
Latham Watkins
McGuire Woods
Otterbourg Steindler
Thompson Hine
Wilmer Hale
American Power
At&T
Bryan Cave
Buchanan Ingersoll

Cleary Gottlieb
Dechert
Dorsey Whitney
Frost Brown
Gardner Wynne
General Electric
IBM
Kilpatrick Stockton
Morris Nichols
Pepper Hamilton
Squire Sanders
Ungaretti Harris
United Steelworkers
Womble Carlyle
Charter Communication
Cincinnati Bell