

**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
	:	Related Docket Nos. 302, 446,
	:	982, 1156, 1288, 1387, 1408, 1506, &
	:	1768
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NINTH SUPPLEMENTAL NOTICE OF ORDINARY COURSE PROFESSIONALS

PLEASE TAKE NOTICE that the above-captioned debtors and debtors-in-possession (the “Debtors”), hereby submit this *Ninth 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*

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.

Ordinary Course Professionals (the “Fourth Supplement”) [Docket No. 1288]; their *Fifth 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]; their *Seventh Supplemental Notice of Ordinary Course Professionals* (the “Seventh Supplement”) [Docket No.1506]; their *Eighth Supplemental Notice of Ordinary Course Professional* (the “Eighth Supplement”) [Docket No. 1768].

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, the Seventh Supplement and the Eighth 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 “Ninth Supplemental List of OCP’s”), and attaching thereto the relevant OCP Affidavit and Retention Questionnaire (the “Affidavit”) for each additional OCP. The Affidavit for Charles River Associates, is attached hereto as Exhibit B.

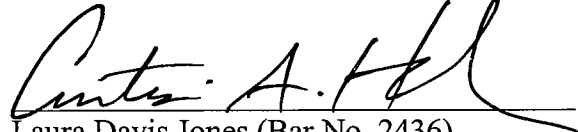
PLEASE TAKE FURTHER NOTICE that objections, if any, to the Ninth Supplemental List of OCP’s or the attached Affidavit shall be made in writing, shall state with particularity the grounds therefor, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of Bankruptcy Practice and 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. Despins, Esq.; and 875 15th Street NW, Washington, DC 2005, 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 Ninth Supplemental List is deemed approved by this Court without the need for a hearing or further order.

Dated: June 19, 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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919 N. Market Street, 17th Floor
P.O. Box 8705
Wilmington, Delaware 19899-8705 (Courier
19801)
Telephone: 302.652.4100
Facsimile: 302.652.4400

-and-

PROSKAUER ROSE LLP

Martin J. Bienenstock
Judy G.Z. Liu
Philip M. Abelson
Eleven Times Square
(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

**NINTH SUPPLEMENT TO SCHEDULE 3 TO ORDER AUTHORIZING DEBTORS
TO EMPLOY AND COMPENSATE ORDINARY COURSE PROFESSIONALS**

Professional	Address	Position
Charles River Associates	1201 F Street, NW Suite 700 Washington, DC 20004	Economic consulting services in an economic analysis of industry market conditions.

EXHIBIT B

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

-----X
In re : **Chapter 11**
: **Case No. 11-12804 (KG)**
NEWPAGE CORPORATION, *et al.*, : **Jointly Administered**
: **Debtors.**¹
:
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**AFFIDAVIT AND DISCLOSURE STATEMENT OF ANDREW R. DICK, ON BEHALF
OF CHARLES RIVER ASSOCIATES**

District of Columbia)
) ss:
)

Andrew R. Dick, being duly sworn, upon his oath, deposes and says to the best of his information and belief:

1. I am a Vice President of Charles River Associates, located at 1201 F Street, NW, Suite 700, Washington, DC 20004 (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 economic consulting services to the Debtors in an economic analysis of industry market conditions, , 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 limited its search to the Debtors and their affiliates and the Top 30 Unsecured Creditors only. The Firm's search of the database identified the following connections: See Exhibit 1 attached hereto.

6. Neither I nor any officer 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, consultants and regular employees of the Firm.

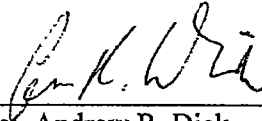
7. Neither I, nor any officer of, or professional employed by, the Firm insofar as I have been able to ascertain upon reasonable inquiry, holds or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which this Firm is to be employed.

8. As of the Commencement Date, the Debtors owed the Firm \$0.00 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.

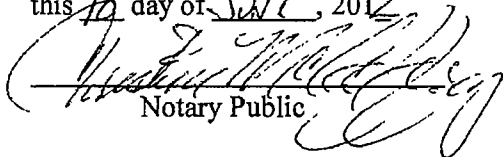
10. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information 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 18, 2012, at Washington, DC.



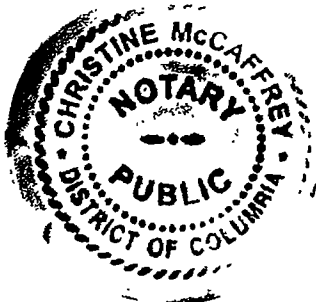
Name: Andrew R. Dick
Title: Vice President, Charles River Associates

SWORN TO AND SUBSCRIBED before me
this 18 day of JULY, 2012



Notary Public

CHRISTINE McCAFFREY
NOTARY PUBLIC
DISTRICT OF COLUMBIA
My Commission Expires
October 14, 2012



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

-----X	
	:
<i>In re</i>	:
	:
NEWPAGE CORPORATION, et al.,	:
	:
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 ROSE LLP
Eleven Times Square
New York, New York 10036
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:
Charles River Associates
1201 F Street, NW
Suite 700
Washington, DC 20004
2. Date of retention for pending matters: June 12, 2012
3. Type of services provided (accounting, legal, etc.):
Economic consulting services
4. Brief description of services to be provided:
Economic analysis of industry market conditions
5. Arrangements for compensation (hourly, contingent, etc.)
Charles River Associates will provide its services hereunder for a fixed price of \$140,000.00, inclusive of expenses, to be paid in 4 monthly installments of \$40,000, \$40,000, \$40,000 and \$20,000.
 - (a) Average hourly rate (if applicable):
N/A
 - (b) Estimated average monthly compensation for pending matters:
\$35,000.
6. Prepetition claims against the Debtors held by the Firm:
Amount of claim: \$ 0.00
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: None
Status: N/A

Amount of Claim: \$0.00

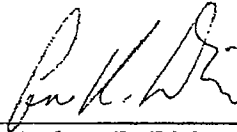
Date claim arose: N/A

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

Dated: June 18, 2012



Name: Andrew R. Dick
Title: Vice President, Charles River Associates