

**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,
-----X	:	1768, & 1811

TENTH SUPPLEMENTAL NOTICE OF ORDINARY COURSE PROFESSIONALS

PLEASE TAKE NOTICE that the above-captioned debtors and debtors-in-possession (the “Debtors”), hereby submit this *Tenth 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]; and their *Ninth Supplemental Notice of Ordinary Course Professional* (the “Ninth Supplement”) [Docket No. 1811].

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, the Eighth Supplement, and the Ninth Supplement without the need to file individual retention applications for each additional OCP, by filing a further supplement to Schedule 3, listing the names and addresses of each additional OCP, as attached hereto as Exhibit A (the “Tenth Supplemental List of OCP’s”), and attaching thereto the relevant OCP Affidavit and Retention Questionnaire (the “Affidavit”) for each additional OCP. The Affidavit for Pricewaterhouse Coopers LLP, an Ontario limited liability partnership, is attached hereto as Exhibit B.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Tenth 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 Tenth Supplemental List is deemed approved by this Court without the need for a hearing or further order.

Dated: July 17, 2012

PACHULSKI STANG ZIEHL & JONES LLP



Laura Davis Jones (Bar No. 2436)

Michael R. Seidl (Bar No. 3889)

Timothy P. Cairns (Bar No. 4228)

Curtis A. Hehn (Bar No. 4264)

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

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

Professional	Address	Position
Pricewaterhouse Coopers LLP, an Ontario limited liability partnership	1601 Lower Water Street Halifax, Nova Scotia Canada B3J 3P6	Canadian tax consulting and compliance services.

EXHIBIT B

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

**AFFIDAVIT AND DISCLOSURE STATEMENT OF DEAN LANDRY,
ON BEHALF OF PRICEWATERHOUSECOOPERS LLP (CANADA)**

COUNTRY OF CANADA)
) ss:
PROVIDENCE OF NOVA SCOTIA)

Dean Landry, being duly sworn, upon his oath, deposes and says:

1. I am a partner of PricewaterhouseCoopers LLP², an Ontario limited liability partnership, located at 1601 Lower Water Street, Halifax, Nova Scotia, Canada B3J 3P6 (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 Canadian tax consulting and compliance services to the Debtors in connection with the following matter(s): tax compliance work associated with the applicable provisions and judicial and

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² PricewaterhouseCoopers LLP, an Ontario limited liability partnership, which is a member firm of PricewaterhouseCoopers International Limited, each member firm of which is a separate legal entity.

administrative interpretations of the Income Tax Act (Canada) and other relevant taxing statutes and tax treaties 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 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 entities have connections with the Firm unrelated to this case:

- NewPage Canadian Sales LLC
- NewPage Port Hawkesbury Limited

PwC LLP, an United States limited liability partnership, has been previously retained by the Debtors to provide independent auditor and accountant services.

6. Neither I nor any principal, partner, director 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, director 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 do not owe the Firm 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 ^{July 3} ~~June~~ 2012, at Holifax, Nova Scotia, Canada.


Name: Dean Landry
Title: Tax Partner

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FOR THE DISTRICT OF DELAWARE**

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: **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 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:
PricewaterhouseCoopers LLP, an Ontario limited liability partnership
1601 Lower Water Street, Halifax, Nova Scotia, Canada B3J 3P6
2. Date of retention for pending matters: April 27, 2012
3. Type of services provided (accounting, legal, etc.):
Canadian tax consulting and compliance services
4. Brief description of services to be provided:
Tax compliance work associated with the applicable provisions and
judicial and administrative interpretations of the Income Tax Act
(Canada) and other relevant taxing statutes and tax treaties
5. Arrangements for compensation (hourly, contingent, etc.)
A) Tax compliance services, \$7,000 fixed-fee arrangement. Out of
pocket expenses² invoiced separately. An administrative charge of
5% of professional fees will be charged to cover costs, such as
technology support, telecommunications costs, technical reference
material, courier and photocopying (the "Admin Charge")
B) Tax consulting services, hourly arrangement (see rates below).
Out of pocket expenses invoiced separately. Admin Charge of 5% of
professional fees.
 - (a) Average hourly rate (if applicable):
Partner (C\$500), Senior Manager (C\$350), Sr Associate (C\$200)
 - (b) Estimated average monthly compensation for pending matters:
\$1,000

² Expenses include direct costs such as travel, meals and accommodation.

6. Prepetition claims against the Debtors held by the Firm:

Amount of claim: \$ None

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: \$ N/A

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.

No adverse relationships identified during review of the interested party listing provided by Debtors Counsel.

Dated: July 3, 2012



Name: Dean Landry
PricewaterhouseCoopers LLP
Title: Tax Partner