

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re : Chapter 11
: :
NEWPAGE CORPORATION, *et al.*, : Case No. 11-12804(KG)
: :
Debtors.¹ : Jointly Administered
: :
-----x Re: Docket Nos. 171, 304 & 521

**SECOND SUPPLEMENTAL AFFIDAVIT OF LAURA DAVIS JONES IN SUPPORT OF
APPLICATION OF THE DEBTORS PURSUANT TO SECTION 327(a)
OF THE BANKRUPTCY CODE, RULE 2014 OF THE FEDERAL
RULES OF BANKRUPTCY PROCEDURE AND LOCAL RULE 2014-1
FOR AUTHORIZATION TO EMPLOY AND RETAIN PACHULSKI STANG
ZIEHL & JONES LLP AS CO-COUNSEL FOR THE DEBTORS AND
DEBTORS IN POSSESSION NUNC PRO TUNC TO THE PETITION DATE**

LAURA DAVIS JONES, ESQUIRE, being duly sworn, deposes and says:

1. I am a partner in the firm of Pachulski Stang Ziehl & Jones LLP

(“PSZ&J” or the “Firm”), located at 919 North Market Street, 17th Floor, Wilmington, Delaware 19801, and have been duly admitted to practice law in the State of Delaware, the United States District Court for the District of Delaware, the United States Court of Appeals for the Third Circuit, and the Supreme Court of the United States. This supplemental affidavit (the “Second Supplemental Affidavit”) is submitted in further support of the *Application of the Debtors*

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.



Pursuant to Section 327(a) of the Bankruptcy Code, Rule 2014 of the Federal Rules of Bankruptcy Procedure, and Local Rule 2014-1 for Authorization to Employ and Retain Pachulski Stang Ziehl & Jones LLP as Co-Counsel for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date (the “Application”), which was filed by the above-captioned debtors and debtors in possession (the “Debtors”) on September 20, 2011 [Docket No. 171] (the “Application”) and granted on October 4, 2011 [Docket No. 304], and in addition to my affidavit originally filed with the Application (the “Original Affidavit”) and my first supplemental affidavit filed on November 10, 2011 [Docket No. 521] (the “First Supplemental Affidavit”).

2. PSZJ has continued its conflicts review with respect to creditors of the Debtors’ estate identified on the Debtors’ creditor matrix and in connection with appearances made in the Debtors’ cases.

3. I, on behalf of the Firm, make the following supplemental disclosures in connection with the Application:


a. The Firm is co-counsel to Wells Fargo Capital Finance, LLC (“Wells Fargo”) as administrative agent and co-collateral agent in the chapter 11 cases of WP Steel Venture LLC, et al., jointly administered at Case No. 12-11661 (KJC) and currently pending in the United States Bankruptcy Court for the District of Delaware. The Firm has been informed and believes that Wells Fargo or certain of its affiliates may be a creditor in these cases. The Firm does not and will not represent Wells Fargo or any of its affiliates in connection with the Debtors’ chapter 11 cases.

4. PSZJ is disinterested within the meaning of 11 U.S.C. § 101(14), as modified by 11 U.S.C. § 1107(b), and neither holds nor represents interests adverse to the Debtors or to the Debtors' estate.

5. Except as specifically disclosed in the Original Affidavit, the First Supplemental Affidavit or as discussed herein, to the best of my knowledge, PSZJ does not represent any of the Debtors' known creditors. PSZJ, however, will continue to file supplemental affidavits when necessary and as PSZJ becomes aware of additional material information.

6. Except as supplemented by this Second Supplemental Affidavit, to the best of my knowledge, the facts set forth in the Original Affidavit and First Supplemental Affidavit are true and correct.

Dated: July 18, 2012


Laura Davis Jones

SWORN TO AND SUBSCRIBED before me
this 18 day of July 2012


Notary Public

**K A JOHN BOWER
NOTARY PUBLIC
STATE OF DELAWARE**

My Commission Expires: My commission expires Dec 10, 2012