

**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,
	:	1768, 1811 & 1999
-----X		

ELEVENTH SUPPLEMENTAL NOTICE OF ORDINARY COURSE PROFESSIONALS

PLEASE TAKE NOTICE that the above-captioned debtors and debtors-in-possession (the “Debtors”), hereby submit this *Eleventh 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]; their *Ninth Supplemental Notice of Ordinary Course Professional* (the “Ninth Supplement”) [Docket No. 1811]; and their *Tenth Supplemental Notice of Ordinary Course Professional* (the “Tenth Supplement”) [Docket No. 1999].

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, the Ninth Supplement, and the Tenth 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 “Eleventh Supplemental List of OCP’s”), and attaching thereto the relevant OCP Affidavit and Retention Questionnaire (the “Affidavit”) for each additional OCP. The Affidavit for The Law Offices of Robert S. Hark is attached hereto as Exhibit B.

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

Dated: October 31, 2012

PACHULSKI STANG ZIEHL & JONES LLP



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-and-

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*Attorneys for the Debtors and Debtors in
Possession*

EXHIBIT A

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

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

Professional	Address	Position
The Law Offices of Robert S. Hark	75 Pearl Street, Suite 216 Portland, ME 04101	Litigation, financing and real estate legal services pertaining to Debtors' business in Maine.

EXHIBIT B

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

**AFFIDAVIT AND DISCLOSURE STATEMENT OF ROBERT S. HARK, ON
BEHALF OF THE LAW OFFICES OF ROBERT S. HARK (formerly, Troubh Heisler).**

STATE OF MAINE)
) s5.
COUNTY OF CUMBERLAND)

Robert S. Hark, being duly sworn, upon his oath, deposes and says:

1. I am the principal attorney of the Law Offices of Robert S. Hark, located at 75 Pearl Street, Suite 216, Portland, ME 04101 (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, with respect to Litigation, Financing and Real Estate to the Debtors in connection with the following matter(s): Any pending or forthcoming matters in the State of Maine. 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.

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.

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: NONE

6. Neither I nor any principal, partner, director, officer, etc. 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.

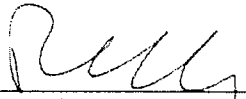
7. Neither I, nor any principal, partner, director, officer, etc. of, or professional employed by, the Firm, insofar as I have been able to ascertain upon reasonable inquiry, holds or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which this Firm is 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 October 24, 2011 at Portland, Maine.


Name: Robert S. Hark
Title: Principal Attorney

State of Maine
Cumberland, ss.

SWORN TO AND SUBSCRIBED before me this 29th day of October, 2012


Notary Public

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

1. Name and address of Firm:

Law Offices of Robert S. Hark
75 Pearl Street, Suite 216
Portland, ME 04101

2. Date of retention for pending matters: June 1, 2010¹

3. Type of services provided: legal services

4. Brief description of services to be provided: Services pertaining to any litigation, financing, and real estate matters pertaining to Debtors' business in Maine.

5. Arrangements for compensation (hourly, contingent, etc.)

(a) Average hourly rate: \$250.00

(b) Estimated average monthly compensation for pending matters:

(unlikely to exceed) \$10,000.00 per month. There are no currently pending matters.

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

Amount of claim: \$00.00

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: N/A

Status: N/A

Amount of claim: \$00.00

Date claim arose: N/A

Basis of claim: N/A

¹ As a former partner in Troubh Heisler, and several predecessor firms, the undersigned has represented Newpage and Rumford Paper Company since Newpage's acquisition of the Mill (and also represented NewPage's predecessors in title to the Rumford Mill) since the early 1980

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.

N/A. We represent no interests adverse to Debtors.

Dated: October 29, 2012



Name: Robert S. Hark

Title: Attorney