

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

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<i>In re</i>	:	
	:	<b>Chapter 11</b>
NEWPAGE CORPORATION, <i>et al.</i> ,	:	
	:	<b>Case No. 11-12804 (KG)</b>
Debtors. <sup>1</sup>	:	
	:	<b>Jointly Administered</b>
	:	
	X	

**NOTICE OF (I) APPROVAL OF DISCLOSURE STATEMENT,  
(II) ESTABLISHMENT OF RECORD DATES, (III) HEARING ON CONFIRMATION  
OF THE PLAN AND PROCEDURES FOR OBJECTING TO CONFIRMATION  
OF THE PLAN, (IV) PROCEDURES AND DEADLINE FOR VOTING ON THE PLAN**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

1. ***Approval of Disclosure Statement.*** By order dated November 8, 2012 (the “Disclosure Statement Order”), the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) approved the *Disclosure Statement for Debtors’ Fourth Amended Joint Chapter 11 Plan*, dated November 7, 2012 (as the same may be amended or modified, the “Disclosure Statement”), filed by the Debtors, and authorized the Debtors to solicit votes with respect to the approval or rejection of the *Debtors’ Fourth Amended Joint Chapter 11 Plan*, dated November 7, 2012 (as the same may be amended or modified, including all exhibits and supplements thereto, the “Plan”),<sup>2</sup> attached as Exhibit A to the Disclosure Statement. Pursuant to the Disclosure Statement Order, the Debtors mailed to holders of Claims in NPC Class 1A Other Secured Claims, GD Class 1A Other Secured Claims, NPC Class 1B First Lien Notes Claims, GD Class 1B First Lien Notes Guaranty Claims, NPC Class 3A General Unsecured Claims, GD Class 3A General Unsecured Claims, NPC Class 3B First Lien Notes Deficiency Claims, GD Class 3B First Lien Notes Deficiency Claims, NPC Class 3C Second Lien Notes Claims, GD Class 3C Second Lien Notes Guaranty Claims, NPC Class 3D Senior Subordinated Unsecured Notes Claims, and GD Class 3D Senior Subordinated Unsecured Notes

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<sup>1</sup> The Debtors in these chapter 11 cases, and each Debtor’s federal tax identification number, 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.

<sup>2</sup> All capitalized terms used but not otherwise defined shall have the meanings ascribed to such terms in the Plan.

Guaranty Claims (collectively, the “Voting Classes”)<sup>3</sup> materials needed for voting on the Plan (the “Solicitation Package”).

2. ***Confirmation Hearing.*** A hearing to consider confirmation of the Plan (the “Confirmation Hearing”) will be held before The Honorable Kevin Gross, United States Bankruptcy Chief Judge, at the Bankruptcy Court, 824 Market Street, 6th Floor, Courtroom 3, Wilmington, Delaware 19801 on December 13, 2012 at 12:00 p.m. (prevailing Eastern Time). The Confirmation Hearing may be continued from time to time by the Bankruptcy Court or the Debtors, without further notice or through adjournments announced in open court or as indicated in any notice of agenda of matters scheduled for hearing filed with the Bankruptcy Court, and the Plan may be modified, if necessary, prior to, during, or as a result of the Confirmation Hearing, without further notice to interested parties.

3. ***Record Date for Voting Purposes.*** November 6, 2012 is the voting record date (the “Voting Record Date”) for determining which creditors are entitled to vote on the Plan. Therefore, only those creditors in a Class entitled to vote on the Plan and holding Claims against one or more of the Debtors as of the Voting Record Date are entitled to vote on the Plan.

4. ***Voting Deadline.*** All votes to accept or reject the Plan must be actually received by the Debtors’ voting and solicitation agent (the “Balloting Agent”), Kurtzman Carson Consultants LLC (“KCC”), as noted on the applicable Ballot, by no later than 5:00 p.m. (prevailing Pacific Time) on December 10, 2012, unless such time is extended (the “Voting Deadline”). Any failure to follow the voting instructions included with your Ballot may disqualify your Ballot and your vote.

5. ***Parties in Interest Not Entitled to Vote.*** The following Classes of creditors and equity interest holders are not entitled to vote on the Plan: NPC Class 2 Non-Tax Priority Claims, GD Class 2 Non-Tax Priority Claims, NPC Class 4 Debtor Intercompany Claims, GD Class 4 Debtor Intercompany Claims, NPC Class 5 Equity Interests, and GD Class 5 Equity Interests. If you are in one of these Classes, have timely filed a proof of claim, and disagree with the Debtors’ classification of, objection to, or request for estimation of your Claim and believe you should be entitled to vote on the Plan, you must serve the Debtors and the parties listed at 6(c) below and file with the Bankruptcy Court (with a copy to Chambers) a motion (a “Rule 3018(a) Motion”) for an order pursuant to Rule 3018 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) temporarily allowing your Claim in a different amount or in a different Class for purposes of voting to accept or reject the Plan. All Rule 3018(a) Motions must be filed on or before the tenth (10th) day after the later of (i) the date of this Confirmation Hearing Notice and (ii) service of notice of an objection or request for estimation, if any, as to such Claim. In accordance with Bankruptcy Rule 3018(a), as to any to any creditor filing a Rule 3018(a) Motion, such creditor’s Ballot will not be counted except as may be otherwise ordered by the Bankruptcy Court prior to December 10, 2012. Creditors may contact the Debtors’

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<sup>3</sup> For the avoidance of doubt, NPC Class 3E and GD Class 3E are impaired but are not identified as part of the Voting Classes. Holders of General Unsecured Claims in NPC Class 3A and GD Class 3A have the option on the NPC Class 3A and GD Class 3A Ballots to elect treatment as a Qualified Trade Creditor, and, if a holder of a General Unsecured Claim in NPC Class 3A and GD Class 3A elects to be treated as a Qualified Trade Creditor and is eligible to be treated as a Qualified Trade Creditor, such holder will have its vote to accept or reject the Plan counted in NPC Class 3E or GD Class 3E, as appropriate.

Balloting Agent (i) by mail at NewPage Ballot Processing, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245, (ii) by telephone at (877) 573-3985, or (iii) by email at [newpageinfo@kccllc.com](mailto:newpageinfo@kccllc.com) to receive an appropriate ballot for any Claim for which a proof of claim has been timely filed and a Rule 3018(a) Motion has been granted. Rule 3018(a) Motions that are not timely filed and served in the manner set forth herein shall not be considered.

6. ***Objections & Responses to Confirmation.*** Objections and responses to confirmation of the Plan must:

- a. Be in writing;
- b. State the name, address, and nature of the Claim or interest of the objecting or responding party;
- c. State with particularity the basis and nature of any objection or response and include, where appropriate, proposed language to be inserted in the Plan to resolve any such objection or response;
- d. Be filed, together with proof of service, with the Bankruptcy Court, so as to be ***actually received*** on or before **4:00 p.m. (prevailing Eastern Time) on December 6, 2012**; and
- e. Be served in accordance with the Disclosure Statement Order, so as to be ***actually received*** on or before **4:00 p.m. (prevailing Eastern Time) on December 6, 2012** upon (i) co-attorneys for the Debtors, (a) Proskauer Rose LLP, Eleven Times Square (Eighth Avenue and 41st Street), New York, New York 10036-8299 (Attn: Martin J. Bienenstock, Esq., Judy G.Z. Liu, Esq., and Philip M. Abelson, Esq.), and (b) Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, P.O. Box 8705, Wilmington, Delaware 19899 (Attn: Laura Davis Jones, Esq., Michael R. Seidl, Esq., and Timothy P. Cairns, Esq.); (ii) the U.S. Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington Delaware 19801 (Attn: David Klauder, Esq.); (iii) co-attorneys for the Committee, (a) Paul Hastings LLP, 75 East 55th Street, New York, New York 10022 (Attn: Luc A. Despina, Esq., and Leslie A. Plaskon, Esq.), (b) Paul Hastings LLP, 875 15th Street, N.W., Washington DC 20005 (Attn: Robert E. Winter, Esq.), and (c) Young Conaway Stargatt & Taylor, LLP, The Brandywine Building, 17th Floor, 1000 West Street, Wilmington, Delaware 19899 (Attn: James L. Patton Jr., Esq. and M. Blake Cleary, Esq.); (iv) attorneys for the First Lien Indenture Trustee, Milbank Tweed Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005 (Attn: Dennis F. Dunne, Esq., Evan R. Fleck, Esq., and Samuel A. Khalil, Esq.); (v) attorneys for the Second Lien Group, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036 (Attn: Ira S. Dizengoff, Esq. and Philip Dublin, Esq.); and (vi) attorneys for the DIP Administrative Agent, Davis Polk & Wardwell LLP, 450 Lexington Ave.,

New York, New York 10017 (Attn: Marshall Huebner, Esq., Damian Schaible, Esq., and Eli Vonnegut, Esq.).

7. ***Parties Who Will Not Be Treated as Creditors.*** Any holder of a Claim that (i) is scheduled in the Debtors' schedules of assets and liabilities, statement of financial affairs, and schedules of executory contracts and unexpired leases at \$0.00, or in an unknown amount, or as disputed, contingent, or unliquidated, and is not the subject of a timely filed proof of Claim or a proof of claim deemed timely filed with the Bankruptcy Court pursuant to either the Bankruptcy Code or any order of the Bankruptcy Court, or otherwise deemed timely filed under applicable law, or (ii) is not scheduled and is not the subject of a timely filed proof of claim or a proof of claim deemed timely filed with the Bankruptcy Court pursuant to either the Bankruptcy Code or any order of the Bankruptcy Court, or otherwise deemed timely filed under applicable law, shall not be treated as a creditor with respect to such Claim for purposes of (a) receiving notices regarding the Plan, and (b) voting on the Plan.

8. ***Additional Information.*** Any party in interest wishing to obtain information about the solicitation procedures or copies of the Disclosure Statement or the Plan should contact the Debtors' Balloting Agent, KCC, by telephone at (877) 573-3985 or email at [newpageinfo@kccllc.com](mailto:newpageinfo@kccllc.com), or may view such documents by accessing either <http://www.kccllc.net/NewPage> or the Bankruptcy Court's website, [www.deb.uscourts.gov](http://www.deb.uscourts.gov). Please note that a PACER (<http://www.pacer.psc.uscourts.gov>) password and login are needed to access documents on the Bankruptcy Court's website.

9. ***Bankruptcy Rule 2003(c)(3).*** In accordance with Bankruptcy Rule 2002(c)(3), set forth below are the injunctions contained in the Plan:

**(a) Injunction Against Claims and Equity Interests.** Except as otherwise provided in the Plan, the Confirmation Order or any other applicable order of the Bankruptcy Court, all Entities who have held, hold or may hold Claims or Equity Interests are permanently enjoined, from and after the Effective Date, from (i) commencing or continuing in any manner any action or other proceeding of any kind on any Equity Interest, Claim or Cause of Action discharged, released or waived pursuant to the Plan or the SEO Settlement Agreement against the Debtors, the other Releasees,<sup>4</sup> the Estates, the Reorganized Debtors, or their respective

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<sup>4</sup> As defined in the Plan, "Releasees" means each of the Entities, solely in the respective capacities indicated, but regardless of whether or not such Entity currently has such capacity: (i) any Debtor, (ii) a holder of First Lien Notes or Second Lien Notes, (iii) the Steering Committee of the holders of the First Lien Notes and each of its members, (iv) the Second Lien Group and each of its members, (v) the Committee and each of its members, (vi) the SEO Released Parties, (vii) the Trust Parties, (viii) a DIP Lender, a DIP Agent, or any other party released under the Final DIP Order, (ix) a member of the Exit Financing Group, (x) an Indenture Trustee, (xi) an arranger, underwriter, lender, initial purchaser, noteholder, syndication agent, book runner, deal manager, administrative agent, collateral agent and other agent with respect to the 2009 Refinancing or any indebtedness (including, without limitation, any interest rate, commodity or other hedge or derivative transactions) incurred by the Debtors in connection with the 2007 Acquisition, (xii) the Debtors' financial advisor in connection with the 2007 Acquisition or the 2009 Refinancing, and (xiii) all affiliates, directors, officers, members of management, other employees, partners, agents, consultants, advisors, attorneys, and other Professionals representing any of the foregoing in their respective specified capacities (other than any current or former director, officer, member of management, and other employee of any Debtor who is or was an employee, officer or otherwise affiliated with any Cerberus Entity, and any attorney,

properties or interests in properties, (ii) enforcing, attaching, collecting or recovering by any manner or means of any judgment, award, decree or order relating to any Equity Interest, Claim or Cause of Action discharged, released or waived pursuant to the Plan or the SEO Settlement Agreement against the Debtors, the other Releasees, the Estates, the Reorganized Debtors, or their respective properties or interests in properties, (iii) creating, perfecting, or enforcing any Encumbrance or Lien of any kind securing a Claim or other debt, liability, or Equity Interest or Cause of Action discharged, released or waived pursuant to the Plan or the SEO Settlement Agreement against the Debtors and the other Releasees, the Estates, the Reorganized Debtors, or their respective property or interests in property, and (iv) except to the extent provided, permitted, or preserved by sections 553, 555, 556, 559, or 560 of the Bankruptcy Code or pursuant to the common law, and not discharged, released or waived pursuant to the Plan or SEO Settlement Agreement, exercising any right of recoupment, setoff or subrogation against any obligation due from the Debtors, the other Releasees, the Estates, the Reorganized Debtors or against their respective property or interests in property, with respect to any Equity Interest, Claim or Cause of Action that is discharged, released or waived pursuant to the Plan or the SEO Settlement Agreement. To clarify the foregoing, nothing in the Plan or Confirmation Order shall impair any offset and/or recoupment right of the United States of America or any agency or instrumentality thereof, provided that the United States' preserved offset rights do not include the right to offset any postpetition claim of the Reorganized Debtors for amounts owed to them by the United States of America against any discharged prepetition claim of the United States of America for amounts owed to it by the Debtors.

**(b) Injunction Against Interference with Plan.** Pursuant to sections 1142 and 105 of the Bankruptcy Code, from and after the Effective Date, all holders of Claims and Equity Interests and other parties in interest, along with their respective current or former employees, agents, officers, directors, principals and Affiliates shall be enjoined from taking any actions to interfere with the implementation or consummation of the Plan, except for actions allowed to attain legal review.

**(c) Injunction Regarding Worthless Stock Deduction.** Unless otherwise ordered by the Bankruptcy Court (including because the Bankruptcy Court determines that no injunction is necessary to protect the tax attributes of the Debtors or the Reorganized Debtors), any person or group of persons constituting a “fifty percent shareholder” of NPGI, NPHC, or NPC within the meaning of section 382(g)(4)(D) of the Tax Code shall be permanently enjoined from claiming a worthless stock deduction with respect to any Equity Interest in NPGI, NPHC, or NPC held by that

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advisor or consultant representing any Cerberus Entity); *provided, however*, that to the extent any of the foregoing Entities is entitled to a broader release under the terms of the applicable Settlement, as set forth in Sections 4.10, 5.6, and 10.12 of the Plan, the scope of release in such Settlement shall govern. For the avoidance of doubt, no Cerberus Entity, regardless of whether it otherwise qualifies as a Releasee under sub-clauses (i)-(xiii) shall be a Releasee unless the settlement with the Cerberus Entities is approved by a Final Order. For example, and without limiting in any way the preceding sentence, the fact that a Cerberus Entity may have been a holder of First Lien Notes or Second Lien Notes shall not make such Cerberus Entity a Releasee.

person(s) or group (or otherwise treating the Equity Interest in NPGL, NPHC, or NPC as worthless for U.S. federal income tax purposes) for any taxable year of that person(s) or group ending on or prior to the Effective Date.

**(d) Channeling Injunction. Any and all actions against present or former officers, directors, or stockholders of the Debtors, or against affiliates of any such persons or Entities in such capacities, shall be brought solely in the Bankruptcy Court or any federal district court or Delaware state court, subject to all such courts' powers to abstain. If none of such courts has subject matter jurisdiction and/or personal jurisdiction over a defendant who does not consent to personal jurisdiction, the actions may be brought elsewhere, subject to whatever objections and defenses the defendants may have.**

Dated: November 8, 2012  
Wilmington, Delaware

PACHULSKI STANG ZIEHL & JONES LLP

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