

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X	:	
<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,
-----X	:	982, 1156, 1288, 1387, 1408, 1506,
	:	1768, 1811, 1999, & 2582

TWELFTH SUPPLEMENTAL NOTICE OF ORDINARY COURSE PROFESSIONALS

PLEASE TAKE NOTICE that the above-captioned debtors and debtors-in-possession (the “Debtors”), hereby submit this *Twelfth 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]; their *Tenth Supplemental Notice of Ordinary Course Professional* (the “Tenth Supplement”) [Docket No. 1999]; and their *Eleventh Supplemental Notice of Ordinary Course Professional* (the “Eleventh Supplement”) [Docket No. 2582].

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, the Tenth Supplement, and the Eleventh 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 “Twelfth Supplemental List of OCP’s”), and attaching thereto the relevant OCP Affidavit and Retention Questionnaire (the “Affidavit”) for each additional OCP. The Affidavit for Honigman Miller Schwartz and Cohn LLP is attached hereto as Exhibit B.

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

Dated: November 30, 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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-and-

PROSKAUER ROSE LLP
Martin J. Bienenstock
Judy G.Z. Liu
Philip M. Abelson
Eleven Times Square
(Eighth Avenue & 41st Street)
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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

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

Professional	Address	Position
Honigman Miller Schwartz and Cohn LLP	660 Woodward Avenue Suite 2290 Detroit, MI 48226	Michigan tax and Michigan local counsel for financial matters.

EXHIBIT B

**IN THE UNITED STATES BANKRUPTCY COURT
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Debtors.¹	:	Jointly Administered
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**DECLARATION AND DISCLOSURE STATEMENT OF JUDY B. CALTON
ON BEHALF OF HONIGMAN MILLER SCHWARTZ AND COHN LLP**

Judy B. Calton, declares as follows:

1. I am a partner of Honigman Miller Schwartz and Cohn LLP (the "Firm"), located at 660 Woodward Avenue, Suite 2290, Detroit, Michigan 48226.
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 to the Debtors in connection with the following matter(s): Michigan tax and Michigan local counsel for financing matters 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

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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 in the matters in which it is to be engaged.

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 following categories of parties in interest supplied by Debtors' counsel; Debtors' significant affiliates and joint ventures, current and former directors and officers, equity holders, top 30 unsecured creditors, Agents/Indenture Trustees, DIP Lenders, First Lien Group, Second Lien Group and Official Committee of Creditors 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:

(a) Debtors Significant Affiliates And Joint Ventures

The Firm has represented the following Debtors, Significant Affiliates and Joint Ventures:

Chillicothe Paper Inc.
Consolidated Water Power Co.
Gulf Island Pond Oxygenation Project
Luke Paper Company
NewPage Canadian Sales LLC
NewPage Consolidated Papers Inc.
NewPage Energy Services LLC
NewPage Holding Corporation
NewPage Port Hawkesbury Corp.
NewPage Port Hawkesbury Holding LLC
NewPage Wisconsin Systems Inc.
Rumford Cogeneration Company LP

Rumford Cogeneration, Inc.
Rumford Paper Company
Upland Resources, Inc.
Wickliffe Paper Company LLC

(b) Current and Former Directors and Affiliates

The Firm has represented individuals with the same name as the following current and former officers and directors of the Debtors, but does not know whether those individuals are in fact current or former directors and officers of the Debtors.

Daniel A. Clark (Daniel A. Clark is also an equity holder of the Debtor)
Laszlo M. Lukacs
Jacques Beaudoin

The Firm has been adverse to individuals with the same name as the following current and former officers and directors of the Debtors, but does not know whether those individuals are in fact current or former directors and officers of the Debtors.

Douglas K. Cooper
Scott Reid

(c) Equity Holders

The firm has represented the following Equity Holders, affiliates of the same and/or entities with similar names, and has been adverse to some of the same entities:

Cerberus America Series One Holdings LLC
Cerberus America Series Two Holdings LLC
Cerberus Capital Management L.P.
Cerberus Partners, L.P.
Cerberus Series Three Holdings LLC
Cerberus Series Two Holdings LLC
Escanaba Timber LLC

The Firm has been adverse to a Richard Willett, but does not know whether that is the same Richard D. Willett, Jr. who is an Equity Holder.

(d) Top 30 Unsecured Creditors/Official Committee of Creditors

The firm has represented the following unsecured creditors, affiliates of unsecured creditors and/or entities with similar names, and has been adverse to some of the same:

Accenture LLP

Canadian National
Deutsche Bank
HSBC Bank USA, National Association
Nalco Co.
National Starch LLC
RR Donnelly
Shell Energy, Inc.
US Bank
USW

The Firm has been adverse to the following unsecured creditors, affiliates of unsecured creditors and/or entities with similar names:

Buckman Laboratories, Inc.
CR Meyer & Sons, Co.
Hydrite Chemical Co.
Omya, Inc.
PBGC
Eugene Davis

(e) Agents/Indenture Trustees/DIP Lenders

The Firm has represented the following Agents/Indenture Trustees, affiliates and/or entities with similar names, and has been adverse to some of the same entities:

Bank of New York
HSBC Bank USA, National Association a/k/a Household Bank
Wells Fargo Bank
US Bank
Deutsche Bank
Wilmington Trust
Barclays

(f) First Lien Group/Second Lien Group

The Firm has represented the following members of the First Lien Group and/or Second Lien Group, affiliates or entities with similar names, and has been adverse to some of the same entities:

BlackRock, Inc.
Franklin Mutual Advisers LLC
Goldman Sachs & Co.
J.P. Morgan Asset Management
Oaktree Capital Management LLC
Apollo

The Firm has been adverse of the following members of the First Lien Group and/or Second Lien Group, affiliates and/or entities with similar names:

Centerbridge Partners LP
Highland

6. Neither I nor any partner 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 partner 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 matters upon which this Firm is to be employed.

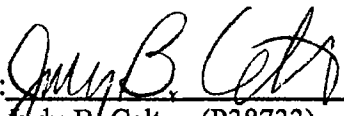
8. As of the Commencement Date, the Debtors did not owe the Firm for prepetition services and expenses.

9. As of September 7, 2011, which was the date on which the Debtors commenced these chapter 11 cases, the Firm was party to more than one engagement or services agreement with the Debtors. A copy of one such agreement is attached as Exhibit 1 to this Declaration.

10. If at any time during the period of its employment, the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration, 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 Declaration was executed on November 30, 2012, in Detroit, Michigan.

Honigman Miller Schwartz and Cohn LLP

By: 
Judy B. Calton (P38733)
660 Woodward Avenue
Suite 2290
Detroit, MI 48226
(313) 465-7344
jcalton@honigman.com

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	:	
Debtors. ¹	:	Jointly Administered
	:	
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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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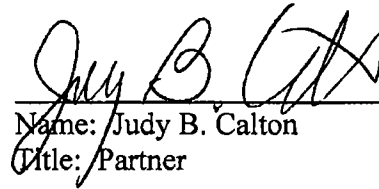
Date claim arose: _____

Basis of Claim: _____

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.

Not applicable.

Dated: 11/30, 2012



Name: Judy B. Calton
Title: Partner

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