

**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,
	:	982, 1156, 1288, 1387, 1408, 1506,
	:	1768, 1811, 1999, 2582, 2789, & 2858
-----X		

**FOURTEENTH SUPPLEMENTAL
NOTICE OF ORDINARY COURSE PROFESSIONALS**

PLEASE TAKE NOTICE that the above-captioned debtors and debtors-in-possession (the “Debtors”), hereby submit this *Fourteenth 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]; their *Eleventh Supplemental Notice of Ordinary Course Professional* (the “Eleventh Supplement”) [Docket No. 2582]; their *Twelfth Supplemental Notice of Ordinary Course Professional* (the “Twelfth Supplement”) [Docket No. 2789]; and their *Thirteenth Supplemental Notice of Ordinary Course Professional* (the “Thirteenth Supplement”) [Docket No. 2858].

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, the Eleventh Supplement, the Twelfth Supplement, and the Thirteenth 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 “Fourteenth Supplemental List of

OCP's"), and attaching thereto the relevant OCP Affidavit and Retention Questionnaire (the "Affidavit") for each additional OCP. The Affidavit for Winthrop & Weinstine, P.A., is attached hereto as Exhibit B, and the Affidavit for Jackson Kelly PLLC is attached hereto as Exhibit C.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Fourteenth Supplemental List of OCP's or the attached Affidavits 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 Fourteenth Supplemental List is deemed approved by this Court without the need for a hearing or further order.

Dated: December 18, 2012

PACHULSKI STANG ZIEHL & JONES LLP



Laura Davis Jones (Bar No. 2436)
Michael R. Seidl (Bar No. 3889)
Timothy P. Cairns (Bar No. 4228)
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

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

Professional	Address	Position
Winthrop & Weinstine, P.A.	225 South Sixth Street Suite 3500 Minneapolis, MN 55402	Minnesota real estate counsel in connection with exit financing loan.
Jackson Kelly PLLC	500 Lee Street East Suite 1600 Charleston, WV 25301	West Virginia and Kentucky real estate counsel in connection with exit financing loan and in connection with transfer of environmental permits.

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 AMY L. DUMOND KOTTKE, ON
BEHALF OF WINTHROP & WEINSTINE, P.A.**

STATE OF MINNESOTA)
) ss:
COUNTY OF HENNEPIN)

Amy L. DuMond Kottke, being duly sworn, upon his oath, deposes and says:

1. I am a Shareholder of Winthrop & Weinstine, P.A., located at 225 South Sixth Street, Suite 3500, Minneapolis, Minnesota 55402 (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 Minnesota law to the Debtors in connection with the following matter(s): certain loans with Barclays Bank PLC and the Firm has consented to provide such professional services.

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.

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 connections: The Firm routinely represents Wells Fargo Bank, N.A. and U.S. Bank, N.A. on other matters and also is adverse to Wells Fargo Bank, N.A. and U.S. Bank on other matters. The Firm has receive general waivers of conflicts from Wells Fargo Bank, N.A. and U.S. Bank N.A. for its representation of clients adverse to Wells Fargo Bank, N.A. and U.S. Bank, N.A.

6. Neither I nor any shareholder 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 shareholder 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 Zero Dollars (\$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 December 17, 2012, at 225 South Sixth Street, Suite 3500, Minneapolis, Minnesota 55402.


Name: Amy L. DuMond Kottke
Title: Shareholder

SWORN TO AND SUBSCRIBED before me
this 17th day of December, 2012

Notary Public



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

-----X
: **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-

POSKAUER ROSE LLP
Eleven Times Square
New York, New York 10036
Attn: Judy G.Z. Liu, Esq.
Philip M. Abelson, Esq.

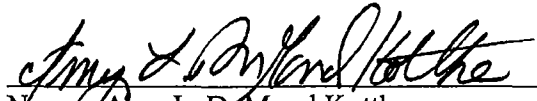
All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

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.

1. Name and address of Firm:
Winthrop & Weinstine, P.A.
225 South Sixth Street, Suite 3500
Minneapolis, Minnesota 55402
2. Date of retention for pending matters: On or about December 4, 2012
3. Type of services provided (accounting, legal, etc.): Legal
4. Brief description of services to be provided: Minnesota real estate counsel
5. Arrangements for compensation (hourly, contingent, etc.): Hourly
 - (a) Average hourly rate (if applicable): \$395.00
 - (b) Estimated average monthly compensation for pending matters: Unknown at this time
6. Prepetition claims against the Debtors held by the Firm:
Amount of claim: Not applicable
Date claim arose: Not applicable
Basis of Claim: Not applicable
7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the Firm:
Name: Not applicable
Status: Not applicable
Amount of Claim: Not applicable
Date claim arose: Not applicable
Basis of Claim: Not applicable
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.

The Firm routinely represents Wells Fargo Bank, N.A. and U.S. Bank, N.A. on other matters and also is adverse to Wells Fargo Bank, N.A. and U.S. Bank on other matters. The Firm has received general waivers of conflicts from Wells Fargo Bank, N.A. and U.S. Bank N.A. for its representation of clients adverse to Wells Fargo Bank, N.A. and U.S. Bank, N.A.

Dated: December 17, 2012


Name: Amy L. DuMond Kottke
Title: Shareholder

7483113v1

EXHIBIT C

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

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

**AFFIDAVIT AND DISCLOSURE STATEMENT OF
ELLEN S. CAPPELLANTI, ON BEHALF OF JACKSON KELLY PLLC**

STATE OF WEST VIRGINIA)
) ss:
COUNTY OF KANAWHA)

Ellen S. Cappellanti, being duly sworn, upon his oath, deposes and says:

1. I am a member of Jackson Kelly PLLC, located at 500 Lee Street, East, Suite 1600, Charleston, West Virginia 25301 (the "Firm"). NewPage Corporation and certain of its subsidiaries and affiliates, as debtors and debtors in possession (together, the "Debtors"), have requested that the Firm provide services to the Debtors in connection with the following matters and the Firm has consented to provide such professional services: to serve as West Virginia and Kentucky counsel in connection with financings involving Barclay Bank and JP Morgan, as administrative agents, and to provide advice about transfer of environmental permits.

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, Ohio 45342.

2. 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.

3. 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.

4. 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: Since January 1, 2009, the following clients and/or their subsidiaries /affiliates have been or still are (where indicated below) clients of the Firm:

- (a) Kamin Realty, LLC
- (b) Olin Corporation (current client)
- (c) Shell Oil Company
- (d) Bank of New York Mellon
- (e) Wells Fargo Company (including Wachovia Bank) (current client)

- (f) U.S. Bank
- (g) Deutsche Bank (current client)
- (h) JP Morgan
- (i) Goldman Sachs & CO.
- (j) Pension Benefit Guaranty Association
- (k) Bank of America
- (l) State Farm (current client)
- (m) Baker & McKenzie LLP
- (n) Various agencies and instrumentalities of the State of West

Virginia (current client)

- (o) Zurich
- (p) Continental Casualty Company
- (q) First Energy (successor by merger to Alleghany) (current client)
- (r) AT&T
- (s) DTE Energy Services (current client)
- (t) Hess Corporation (current client)
- (u) Alpha Appalachia Services, Inc., successor by merger to Massey

Coal Company (current client)

- (v) Mountaineer Gas Company (current client)
- (w) Verizon
- (x) Cerebus Capital Management
- (y) FPL Energy (current client)
- (z) McGuire Woods LLP (current client)

- (aa) Vorys, Sater, Seymour and Pease, LLP
- (bb) General Electric (current client)

In addition, we represent clients with names similar to Michael West, Eugene Davis, Highland, Reddinger, LeFebvre, Wiley, Frontier FS Corporation, Oxbow, Alden Global and Blackrock, but we do not have the information to verify if they are the same entities as listed on the list. Others on the list may have been clients prior to 2009, but due to passage of time, we do not believe those disclosures are necessary.

4. Neither I nor any member 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.

5. Neither I, nor any member 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.

6. 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.

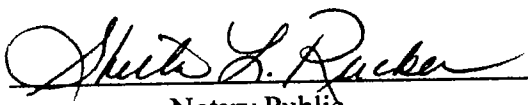
7. As of September 7, 2011, which was the date on which the Debtors commenced these chapter 11 cases, the Firm was not a party to an engagement or services agreement with the Debtors that was in effect at that time.

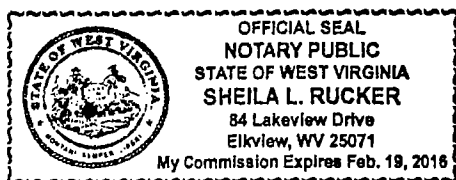
8. If at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit, as necessary.

9. 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 to the best of my knowledge after due inquiry, and that this affidavit was executed on December 18, 2012, at Charleston, West Virginia.


Name: Ellen S. Cappellanti
Title: Member

SWORN TO AND SUBSCRIBED
before me this 18th day of December, 2012


Notary Public



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

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

RETENTION QUESTIONNAIRE

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**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-

DEWEY & LEBOEUF LLP
1301 Avenue of the Americas
New York, New York 10019
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:
Jackson Kelly PLLC
500 Lee Street, East; Suite 1600 (25301)
Post Office Box 553
Charleston, West Virginia 25322
2. Date of retention for pending matters: 10-29-12 Environmental;
12-01-12 Financing Matters
3. Type of services provided (accounting, legal, etc.):
Legal
4. Brief description of services to be provided:
Advice regarding transfer of environmental permits
Serve as local counsel in financing
5. Arrangements for compensation (hourly, contingent, etc.):
Hourly
- (a) Average hourly rate (if applicable):
Environmental: \$285 Financing: \$355
- (b) Estimated average monthly compensation for pending matters:
\$20,000
6. Prepetition claims against the Debtors held by the Firm:
Amount of claim: \$ None
Date claim arose: _____
Basis of Claim: _____

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the Firm:

Name: None

Status: _____

Amount of Claim: \$ _____

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.

None, other than as set forth in the retention affidavit

Dated: December 18, 2012



Name: Ellen S. Cappellanti
Title: Member