

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)
	:	
Reorganized Debtors. ¹	:	Jointly Administered
-----	X	
MEADWESTVACO CORPORATION,	:	
MEADWESTVACO VIRGINIA CORPORATION	:	
and MW CUSTOM PAPERS LLC,	:	
	:	
Plaintiffs,	:	Adv. Pro. No. 12-50775 (KG)
	:	
- against -	:	
	:	
NEWPAGE CORPORATION, NEWPAGE ENERGY	:	
SERVICES LLC, UPLAND RESOURCES, INC.,	:	
RUMFORD PAPER CO., WICKLIFFE PAPER COMPANY	:	
LLC and LUKE PAPER CO.,	:	
	:	
Defendants.	:	
-----	X	

**CERTIFICATION OF COUNSEL IN SUPPORT OF ORDER FURTHER
EXTENDING DEFENDANTS' TIME TO RESPOND TO AMENDED COMPLAINT**

The undersigned hereby counsel for the above-captioned reorganized debtors and defendants in the instant adversary proceeding hereby certifies that:

1. Plaintiffs MeadWestvaco Corporation, MeadWestvaco Virginia Corporation and MW Custom Papers LLC (the "Plaintiffs"), and defendants NewPage Corporation, NewPage Energy Services LLC, Upland Resources, Inc., Rumford Paper Co., Wickliffe Paper Company LLC and Luke Paper Co. (the "Defendants") have entered into a *Stipulation to Further Extend Defendants' Time to Respond to Amended Complaint* (the "Stipulation"), pursuant to which the Plaintiffs have agreed to an extension of time for the Defendants to respond to the Plaintiffs' *Amended Complaint* to the date that is four weeks from

¹ The Reorganized Debtors are: Chillicothe Paper Inc. (6154), Escanaba Paper Company (5598), Luke Paper Company (6265), NewPage Consolidated Papers Inc. (8330), NewPage Corporation (6156), NewPage Energy Services LLC (1838), NewPage Wisconsin System Inc. (3332), Rumford Paper Company (0427), Upland Resources, Inc. (2996), and Wickliffe Paper Company LLC (8293). The Reorganized Debtors' corporate headquarters is located at 8540 Gander Creek Drive, Miamisburg, OH 453
DOCS_DE:183227.10 59998/001



the date that a final and non-appealable order is entered on the *Reorganized Debtors' Motion for Order Pursuant to Bankruptcy Rule 9019 Approving Settlement Agreement and Mutual Release with MWV* [Docket No. 4421].

2. A copy of the Stipulation is annexed hereto as Exhibit 1.

3. The Defendants therefore respectfully request that the Court enter at its convenience the [Proposed] *Order Further Extending Further Defendants' Time to Respond to Amended Complaint* (the "Proposed Order") appended to the Stipulation as Exhibit A.

4. Counsel for the Defendants is available upon request should the Court have any questions or concerns with respect to the foregoing or the Proposed Order.

Dated: November 1, 2013

PACHULSKI STANG ZIEHL & JONES LLP



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Co-Attorneys for the Reorganized Debtors

EXHIBIT 1

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

	x	
<i>In re</i>	:	Chapter 11
	:	
NEWPAGE CORPORATION, et al.,	:	Case No. 11-12804 (KG)
	:	
Debtors.¹	:	Jointly Administered
	x	
MEADWESTVACO CORPORATION,	:	
MEADWESTVACO VIRGINIA CORPORATION	:	
and MW CUSTOM PAPERS LLC,	:	
	:	
Plaintiffs,	:	Adv. Pro. No. 12-50775 (KG)
	:	
- against -	:	
	:	
NEWPAGE CORPORATION, NEWPAGE ENERGY	:	
SERVICES LLC, UPLAND RESOURCES, INC.,	:	
RUMFORD PAPER CO., WICKLIFFE PAPER COMPANY	:	
LLC and LUKE PAPER CO.,	:	
	:	
Defendants.	:	
	x	

**STIPULATION TO FURTHER EXTEND
DEFENDANTS' TIME TO RESPOND TO AMENDED COMPLAINT**

Plaintiffs MeadWestvaco Corporation, MeadWestvaco Virginia Corporation and MW Custom Papers LLC (the "Plaintiffs"), and defendants NewPage Corporation, NewPage Energy Services LLC, Upland Resources, Inc., Rumford Paper Co., Wickliffe Paper Company LLC and Luke Paper Co. (the "Defendants"), herein represent and stipulate as follows:

¹ 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.

1. On June 21, 2012, the Plaintiffs filed a complaint seeking declaratory relief and breach of contract damages (the "Complaint") in the above-captioned adversary proceeding. On September 5, 2012, the Plaintiffs filed an amended complaint seeking declaratory relief and an injunction (the "Amended Complaint"). On September 12, 2012, the Plaintiffs served the Amended Complaint. On September 5, 2013, the *Order Further Extending Defendants' Time to Respond to Amended Complaint* [Docket No. 53] extended the Defendants' time to respond to the Amended Complaint to November 4, 2013.

2. On October 22, 2013, the *Reorganized Debtors' Motion for Order Pursuant to Bankruptcy Rule 9019 Approving Settlement Agreement and Mutual Release with MWV* [Docket No. 4421] (the "Settlement Agreement Motion") was filed, which, if approved, would render the Amended Complaint moot. A hearing on the Settlement Agreement Motion has been scheduled for November 13, 2013, at 2:00 p.m.

3. The Plaintiffs have consented to a further extension of time for the Defendants to answer or otherwise respond to the Amended Complaint to the date that is four weeks from the date that a final and non-appealable order on the Settlement Agreement Motion is entered (the "Revised Response Deadline"). The Defendants request the initial scheduling conference be rescheduled for the date that is one week after the Revised Response Deadline.

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4. The parties therefore request an order, substantially in the form attached hereto as Exhibit A, extending the Defendants' time to answer or otherwise respond to the Amended Complaint accordingly.

Dated: November 1, 2013

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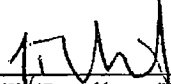
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EXHIBIT A

Proposed Order

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

<p><i>In re</i></p> <p>NEWPAGE CORPORATION, <i>et al.</i>,</p> <p style="text-align: center;">Debtors.¹</p>	<p style="border-top: 1px dashed black;">x</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p style="border-bottom: 1px dashed black;">x</p>	<p>Chapter 11</p> <p>Case No. 11-12804 (KG)</p> <p>Jointly Administered</p>
<p>MEADWESTVACO CORPORATION, MEADWESTVACO VIRGINIA CORPORATION and MW CUSTOM PAPERS LLC,</p> <p style="text-align: center;">Plaintiffs,</p> <p style="text-align: center;">- against -</p> <p>NEWPAGE CORPORATION, NEWPAGE ENERGY SERVICES LLC, UPLAND RESOURCES, INC., RUMFORD PAPER CO., WICKLIFFE PAPER COMPANY LLC and LUKE PAPER CO.,</p> <p style="text-align: center;">Defendants.</p>	<p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p style="border-bottom: 1px dashed black;">x</p>	<p>Adv. Pro. No. 12-50775 (KG)</p>

**ORDER FURTHER EXTENDING DEFENDANTS'
TIME TO RESPOND TO AMENDED COMPLAINT**

Pursuant to stipulation between the parties and good cause appearing therefor,

IT IS ORDERED as follows:

The time for defendants NewPage Corporation, NewPage Energy Services LLC, Upland Resources, Inc., Rumford Paper Co., Wickliffe Paper Company LLC and Luke Paper Co. to answer or otherwise respond to the plaintiff's amended complaint filed September 5, 2012, is

¹ 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.

extended to the date that is four weeks from the date that a final order on the Settlement Agreement Motion² is entered (the “Revised Response Deadline”); and the initial scheduling conference is rescheduled for the date that is one week after the Revised Response Deadline.

Dated: November __, 2013

Honorable Kevin Gross
Chief Judge, United States Bankruptcy Court

² Defined terms used but not defined herein shall have the meanings given to them in the *Stipulation to Further Extend Defendants’ Time to Respond to Amended Complaint*.