

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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<i>In re</i>	: Chapter 11
NEWPAGE CORPORATION, <i>et al.</i> ,	: Case No. 11-12804 (KG)
Debtors. ¹	: Jointly Administered
-----x	: Re: Docket Nos. 16, 57, & 339

**CERTIFICATION OF COUNSEL IN SUPPORT OF
ORDER FURTHER EXTENDING WAIVER
OF COMPLIANCE WITH THE DEPOSIT AND INVESTMENT
REQUIREMENTS OF SECTION 345 OF THE BANKRUPTCY CODE**

The undersigned counsel for the above-captioned debtors and debtors in possession (the "Debtors") hereby certifies that:

1. On September 7, 2011, the above-captioned debtors and debtors in possession (the "Debtors") filed the *Debtors' Motion, Pursuant to Sections 105(a), 345, 363, 364, and 503(b) of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004, for Order (I) Authorizing Debtors to Continue Using their Cash Management System, Including the Movement of Funds Between Debtor and Non-Debtor Affiliates, and Maintain Existing Bank Accounts and Business Forms, and (II) Waiving Compliance with the Deposit and Investment Requirements of Section 345(b) of the Bankruptcy Code* (the "Motion") [Docket No. 16.

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.



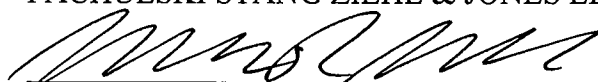
2. The Court has previously entered that *Order (I) Authorizing Debtors to Continue Using Their Cash Management System, Including the Movement of Funds Between Debtors and Non-Debtor Affiliates, and Maintain Existing Bank Accounts and Business Forms, and (II) Waiving Compliance with the Deposit and Investment Requirements of Section 345 of the Bankruptcy Code* [Docket No. 57], as amended [Docket 339] (the “Order”), providing, *inter alia* and upon agreement of the Office of the United States Trustee (the “Trustee”), a waiver of the requirements of 11 U.S.C. § 345 for a period of 60 days from the September 8, 2011, entry of the Order, which period expires November 7, 2011.

3. Attached hereto as Exhibit A is the proposed *Order Further Extending Waiver of Compliance with the Deposit and Investment Requirements of Section 345 of the Bankruptcy Code* (the “Proposed Order”), which provides a further extension of the waiver and adjourns further consideration of the issue to the omnibus hearing scheduled for December 1, 2011. The Proposed Order is acceptable to the Office of the United States Trustee.

4. Counsel for the Debtors respectfully requests entry of the Proposed Order at the Court’s earliest convenience in light of the expiration of the waiver pursuant to the existing Order on November 7, 2011. Counsel for the Debtors is available should the Court have any questions or concerns with the foregoing.

Dated: November 4, 2011

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EXHIBIT A

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

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<i>In re</i>	:	Chapter 11
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NEWPAGE CORPORATION, <i>et al.</i> ,	:	Case No. 11-12804 (KG)
	:	
Debtors. ¹	:	Jointly Administered
	:	
-----x	:	Related Docket Nos. 16, 57, & 339

**ORDER FURTHER EXTENDING WAIVER
OF COMPLIANCE WITH THE DEPOSIT AND INVESTMENT
REQUIREMENTS OF SECTION 345 OF THE BANKRUPTCY CODE**

Upon the motion dated September 7, 2011 (the "Motion")² of NewPage Corporation ("NewPage") and certain of its subsidiaries and affiliates, as debtors and debtors in possession (collectively with NewPage, the "Debtors"), for an order pursuant to sections 105(a), 345, 363, 364, and 503(b) of title 11 of the United States Code (the "Bankruptcy Code") and Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") seeking, *inter alia*, waiver of compliance with the deposit and investment requirements of section 345(b) of the Bankruptcy Code; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and

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² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

upon the entry of the *Order (I) Authorizing Debtors to Continue Using Their Cash Management System, Including the Movement of Funds Between Debtors and Non-Debtor Affiliates, and Maintain Existing Bank Accounts and Business Forms, and (II) Waiving Compliance with the Deposit and Investment Requirements of Section 345 of the Bankruptcy Code* [Docket No. 57], as amended [Docket 339] (the “Order”), providing, *inter alia*, a waiver of the requirement of 11 U.S.C. § 345 for a period of 60 days from the September 8, 2011, entry of the Order; and upon the consent of the Office of the United States Trustee; and the Court having found and determined that the relief sought as granted herein is in the best interests of the Debtors, their estates and creditors, and all parties in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that, to the extent permitted by the DIP Documents (as defined in the DIP Motion), the Debtors are authorized to continue to invest and deposit funds in the Bank Accounts in accordance with their prepetition practices, without the need for a bond or other collateral as required by section 345 of the Bankruptcy Code, and that the entities with which the Debtors’ money is invested shall be excused from compliance with the requirements of section 345(b) of the Bankruptcy Code through and including December 1, 2011, without prejudice to the Debtors’ right to seek further interim waiver or final waiver; and it is further

ORDERED that, apart from the relief in the foregoing paragraph, nothing contained herein shall effect a modification of the Order; and it is further

ORDERED that this Court retains jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Order.

Dated: November __, 2011

The Honorable Kevin Gross
Chief Judge, United States Bankruptcy Court