

**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. 13, 75, & 299

**SUPPLEMENTAL ORDER (I) PROHIBITING UTILITY PROVIDERS
FROM ALTERING, REFUSING, OR DISCONTINUING UTILITY
SERVICES, (II) APPROVING THE DEBTORS' PROPOSED FORM OF
ADEQUATE ASSURANCE, AND (III) ESTABLISHING PROCEDURES FOR
RESOLVING OBJECTIONS THERETO BY UTILITY PROVIDERS**

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 entry of interim and final orders, pursuant to sections 105(a) and 366 of title 11 of the United States Code (the "Bankruptcy Code") (i) prohibiting the utility providers (collectively, the "Utility Providers") listed on Schedule 1 attached to the Motion from altering, refusing, or discontinuing utility services to the Debtors, (ii) approving the Debtors' proposed form of adequate assurance, and (iii) establishing procedures for resolving objections thereto by Utility Providers; and the Court having entered an order on September 8, 2011 (the "Interim Order"), granting the relief requested in the Motion on an interim basis; and the Court having entered an order on October 4, 2011 (the "Final Order"),

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 Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion or the applicable Objection (as defined below).



granting the relief requested in the Motion on a final basis, and adjourning certain objections to the relief granted in the Final Order;³ and the Allele Objection having been withdrawn [Docket No. 410]; and the Debtors having agreed to resolve certain of the Objections as set forth herein; it is

ORDERED that (i) the Texas Gas Transmission Objection, (ii) the WPS/UPPCO Objection, (iii) the Michigan Consolidated Objection, (iv) the Potomac Objection, and (v) the Allele Objection are hereby overruled as each such objection has been resolved pursuant to separate agreement (the “Adequate Assurance Agreements”) between the Debtors and the relevant objecting party; and it is further

ORDERED that, except as otherwise provided in the Adequate Assurance Agreements, each of the non-debtor parties to such agreements shall be prohibited from altering, refusing, or discontinuing delivery of utility services; and it is further

ORDERED that the C. Reiss Objection is hereby overruled as such Objection has been resolved pursuant to separate agreement, and C. Reiss will hereby be removed from Schedule 2; and it is further

³ Objections to the Motion filed by (i) Kentucky Utilities Company [Docket No. 194] (the “Kentucky Utilities Objection”); (ii) Michigan Consolidated Gas Company and Central Maine Power Company [Docket No. 203] (the “Michigan Consolidated Objection”); (iii) Potomac Edison Company d/b/a Allegheny Power and Monongahela Power Company d/b/a Allegheny Power [Docket No. 207] (the “Potomac Objection”); (iv) Allele, Inc. d/b/a Minnesota Power [Docket No. 217] (the “Allele Objection”); (v) Sprague Energy Corporation [Docket No. 228] (the “Sprague Objection”); (vi) C. Reiss Coal Company [Docket No. 232] (the “C. Reiss Objection”); (vii) Texas Gas Transmission LLC [Docket No. 233] (the “Texas Gas Transmission Objection”); and (ix) Wisconsin Public Service Corporation and Upper Peninsula Power Company [Docket No. 234] (the “WPS/UPPCO Objection”) (collectively, the “Objections”) were adjourned until November 9, 2011.

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

Dated: November 9, 2011
Wilmington, Delaware

A handwritten signature in black ink, appearing to read "Kevin Gross", written over a horizontal line.

The Honorable Kevin Gross
Chief Judge, United States Bankruptcy Court