



Q-2

November 30, 2012

**VIA OVERNIGHT MAIL AND EMAIL**

Sattar Lodhi, Ph. D  
U.S. Nuclear Regulatory Commission, Region I  
2100 Renaissance Boulevard  
Renaissance Park  
King of Prussia, Pa. 19406

REC'D DEC 03 12 PM 11 19

19-00373-Q  
03004525

Re: Luke Paper Company's Application for Consent to Indirect Change of Control with Respect to Radiological Materials License  
**Expedited Review Requested**

Dear Dr. Lodhi :

As a follow-up to our conversation, enclosed for filing with the U.S. Nuclear Regulatory Commission ("NRC" or "Commission") is the Application of Luke Paper Company ("Licensee") for Consent to Indirect Change of Control ("Application") with respect to the radiological materials license issued under Part 30 of the Commission's regulations and identified in Exhibit A to the Application ("License"). The Application is being filed in conjunction with a reorganization plan under which Licensee and a number of its affiliates will emerge from bankruptcy. Under the reorganization plan, the holders of first lien notes issued by Licensee's parent company, NewPage Corporation ("NewPage"), will (i) receive distributions of the common stock of NewPage in satisfaction of their secured claims, and (ii) exchange such stock for the common stock of a to-be-formed holding company ("New Holdco") that will own 100% of the common stock of NewPage (such distributions and exchanges the "Transaction"). The first lien noteholders will own all of the stock of New Holdco going forward.

As explained further in this letter and the Application, we emphasize that:

- Licensee is submitting this letter and the Application for your consent to the indirect change of control regarding the License that will result from the Transaction.
- The Transaction will only involve changes in ownership above the NewPage level.
- The Licensee will not change as a result of the Transaction. There will not be any changes to the Radiation Safety Officer, the Licensee's safety program, or the terms of the License.
  - Licensee will continue to be wholly owned by NewPage
- Licensee's bankruptcy confirmation hearing is scheduled for December 13, and we ask that you review our Application on an expedited basis. **Licensee requests Commission approval of the Application no later than December 26, 2012.**

As noted above, the Transaction will not result in any change to Licensee's corporate identity or structure, key operating personnel or licensed activities. Upon completion of the Transaction, the Licensee will remain a U.S. company, will continue to be headquartered at the same location, and will continue to be the holder of the License. Moreover, Licensee will remain technically and financially qualified as the Licensee and will continue to fulfill all Licensee responsibilities as required under the Commission's regulations. Current Licensee employees responsible for licensed materials and activities under the License will continue to be responsible for such materials and activities upon consummation of the Transaction and the occurrence of the indirect change of control over the License.

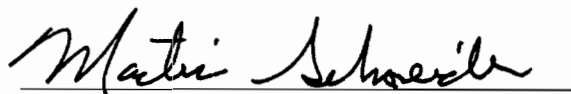
The indirect change in control over the License resulting from the Transaction will not affect the organizational or operational structure described in the License. Further, there will be no change in Licensee's operating organizations, locations, facilities, equipment or procedures associated with licensed activities; and there will be no change in the use, possession, locations or storage of licensed materials as a result of the Transaction. Activities under the License will continue in their current form without interruption of any kind resulting from the indirect change of control resulting from the Transaction. No amendments to the License will be necessary in connection with the Transaction and the request made by the Application.

The closing of the Transaction involves the review of other U.S. federal and state regulatory authorities including the Federal Energy Regulatory Commission ("FERC"), the Federal Communications Commission ("FCC"), the Kentucky Cabinet for Health Services ("KCHS"), the Maine Department of Health and Human Services ("MDHHS"), the Minnesota Department of Health ("MDH") and the Wisconsin Department of Health Services ("WDHS"). In addition, the Transaction is subject to the approval of the United States Bankruptcy Court for the District of Delaware ("Bankruptcy Court").

A hearing date of December 13, 2012 has been set by the Bankruptcy Court with respect to confirmation of the amended reorganization plan filed with the court on November 7, 2012. As a result, Licensee is seeking expedited action by the NRC, as well as by FERC, FCC, MDHHS, MDH and WDHS, and approval by December 26, 2012. Applicant has a strong need to close the Transaction before the end of 2012. Failure to do so will cause NewPage to incur liability for significant additional professional fees and other payments as well as potentially threaten its exit financing. Approval by December 26, 2012, will help to ensure that the Transaction can be closed within the requisite time period.

Should you have any questions regarding this Application, please feel free to contact me.

Regards,



Martin Schneider  
Corporate Radiation Safety Officer  
937-242-9230

Cc: Richard Watro, LPC Mill Manager  
William Marley, Jr. LPC RSO

**APPLICATION  
for  
CONSENT TO INDIRECT CHANGE OF CONTROL  
over  
RADIOLOGICAL MATERIALS LICENSE**

**1.0 INTRODUCTION**

Pursuant to Section 30.34 of the Nuclear Regulatory Commission's ("NRC" or "Commission") regulations,<sup>1</sup> Luke Paper Company, a Delaware corporation ("Licensee"), by this application ("Application") hereby requests Commission approval and consent to the indirect change in control over Licensee that would occur in connection with the reorganization and emergence from bankruptcy of Licensee, the upstream parent of Licensee, and certain affiliates of Licensee, in each case as more fully described in Section 3.1.1 below ("Transaction"). The proposed Transaction will occur pursuant to the fourth amended joint chapter 11 plan ("Amended Reorganization Plan") filed with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") pursuant to Chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code").<sup>2</sup>

Licensee holds the radiological materials license identified in Exhibit A ("License") pursuant to Part 30 of the Commission's regulations<sup>3</sup> for use of radiological material in a sealed source for industrial radiography purposes in connection with its manufacturing processes. Licensee currently is, and will remain following close of the Transaction, a wholly-owned subsidiary of NewPage Corporation ("NewPage"). NewPage is currently a wholly-owned

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<sup>1</sup> 10 CFR § 30.34 (2011).

<sup>2</sup> 11 U.S.C. §§ 101, *et seq.* (2006).

<sup>3</sup> 10 CFR Part 30 (2011).

subsidiary of NewPage Holding Corporation ("NewPage Holding") which itself is a wholly-owned subsidiary of NewPage Group Inc. ("NewPage Group").

In the Transaction and pursuant to the Amended Reorganization Plan: (i) the current shareholders of NewPage Group will lose their equity interests, and NewPage Group and NewPage Holding will be dissolved; (ii) the holders of NewPage's first lien notes<sup>4</sup> ("First Lien Noteholders") will receive 100% of the stock of NewPage in satisfaction of their secured claims; and (iii) the First Lien Noteholders will exchange the common stock of NewPage for the common stock of a to-be-formed holding company ("New Holdco") which will be the direct owner of NewPage and the indirect owner of Licensee.

The First Lien Noteholders include: (i) investment funds controlled and managed directly and indirectly by subsidiaries of Goldman Sachs Group, Inc. ("GS Group" and such funds the "GS Funds"), (ii) investment funds and accounts controlled and managed by J.P. Morgan Investment Management Inc. ("JPMIM" and such funds and accounts the "JPM Clients"), and (iii) investment funds within the control group of Oaktree Capital Group, LLC or one or more holding companies of such investment funds (such investment funds or their holding companies, the "Oaktree Funds"). The GS Funds as a group, JPM Clients as a group, and Oaktree Funds as a group (collectively the "Acquiring Clients") will each own between 11% and 12.5% of New Holdco upon consummation of the Transaction. No other First Lien Noteholder or commonly controlled group of First Lien Noteholders will own 10% or more of New Holdco.<sup>5</sup>

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<sup>4</sup> NewPage is the issuer of \$1.77 billion in face amount of 11.375% senior secured first lien notes due 2014. The first lien notes were issued pursuant to an indenture dated as of September 30, 2009, among NewPage, as issuer, Bank of New York Mellon, as indenture trustee, and certain of NewPage's subsidiaries as guarantors. The obligations of NewPage and the guarantors under the first lien notes are secured in part by a first-priority lien against substantially all their respective assets with certain exceptions.

<sup>5</sup> These other First Lien Noteholders consist of various investment funds and accounts. Under the Amended Reorganization Plan, none will have a right to a Board seat on New Holdco.

No First Lien Noteholder will acquire as a result of the Transaction the ability to exercise control, directly or indirectly, over the Licensee.

Closing of the Transaction involves the review and/or approval of other U.S. federal and state regulatory authorities (including the Federal Energy Regulatory Commission ("FERC"), the Federal Communications Commission ("FCC"), the Kentucky Cabinet for Health Services ("KCHS"), the Maine Department of Health and Human Services ("MDHHS"), the Minnesota Department of Health ("MDH") and the Wisconsin Department of Health Services ("WDHS"). In addition, the Transaction is subject to the approval of the Bankruptcy Court.

From and after the closing of the proposed Transaction, Licensee will continue to be the holder of the License. Licensee's technical and financial qualifications with respect to the License will be unaffected by the Transaction, and Licensee will continue following closing of the Transaction to fulfill all of its responsibilities with respect to, and to comply with, the License. Current Licensee employees responsible for licensed materials and activities will continue to be responsible for such materials and activities after the closing of the Transaction and the indirect change in control. The indirect change in control will not affect the organizational or operational structure described in the License. Further, the Transaction will not result in any change to Licensee's operating organizations, locations, facilities, equipment or procedures associated with licensed activities or to the use, possession, locations or storage of licensed materials. Licensed activities will continue in their current form without interruption of any kind resulting from the indirect change of control caused by the Transaction. No amendments to the License will be necessary in connection with this Application. Licensee will remain headquartered at the same location, and there will be no change in location of its licensed activities.

A hearing date of December 13, 2012 has been set by the Bankruptcy Court with respect to confirmation of the Amended Reorganization Plan filed with the court on November 7, 2012. As a result, Licensee is seeking expedited action by the NRC, as well as by FERC, FCC, MDHHS, MDH and WDHS, and receipt of all necessary approvals by December 26, 2012. Applicant has a strong need to close the Transaction before the end of 2012. Failure to do so will cause NewPage to incur liability for significant additional professional fees and other payments as well as potentially threaten its exit financing. Approval by December 26, 2012, will help to ensure that the Transaction can be closed within the requisite time period.

In accordance with the Commission's guidance provided in NUREG-1556, Volume 15, Section 5 and Appendix F, Licensee provides the following information regarding the Transaction in support of this Application and to assist the Commission in its determination with respect to the proposed indirect change of control.

## **2.0 THE PARTIES**

### **2.1 LICENSEE AND EXISTING PARENT ENTITIES**

#### **2.1.1 LUKE PAPER COMPANY**

Luke Paper Company ("*Luke Paper*"), the Licensee, currently is, and will remain following the Transaction, a direct subsidiary of NewPage organized in Delaware. Luke Paper owns a paper mill and a 65 MW qualifying cogeneration facility in Luke, Maryland. Luke Paper requires the License for the purpose of performing industrial radiography using sealed source radiological materials as a part of its paper making activities and business.

#### **2.1.2 NEW PAGE CORPORATION**

NewPage is a wholly-owned subsidiary of NewPage Holding which in turn is a wholly-owned subsidiary of NewPage Group. Cerberus Capital Management, L.P., a private

equity firm, and affiliated entities (collectively "Cerberus"), Stora Enso Oyj, a Finnish forest products company, and certain current and former members of NewPage management currently own 100% of the voting stock of New Page Group. The stock of NewPage Group is not publicly traded. A simplified organizational chart showing the current ownership structure of NewPage Group, NewPage Holding, NewPage and their subsidiaries is attached as Exhibit B-1.

NewPage is the largest North American manufacturer of coated paper as measured by production capacity.<sup>6</sup> Through subsidiaries, NewPage operates 16 papermaking machines at nine paper mills and related facilities located in Kentucky, Maine, Maryland, Michigan, Minnesota, West Virginia, and Wisconsin with distribution centers near major print markets.

## **2.2 ACQUIRING ENTITIES**

The First Lien Noteholders who will ultimately receive the stock of New Holdco in the Transaction are investment funds and accounts controlled and managed by various parties. With the exception of the Acquiring Clients, no First Lien Noteholder or group of First Lien Noteholders under common control will acquire 10% or more of the stock of New Holdco in the Transaction.

### **2.2.1 GS GROUP AND THE GS FUNDS**

GS Funds are investment funds managed and controlled by direct or indirect subsidiaries of GS Group. GS Group is a Delaware corporation and a bank holding company under the Bank Holding Company Act. GS Group, together with its subsidiaries, is a leading global investment banking, securities, and investment management firm that provides a wide

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<sup>6</sup> Coated paper is typically used for magazines, magazine covers and inserts, corporate annual reports, high-end advertising brochures, direct mail advertising, coated labels, catalogs, and textbooks.



range of services worldwide to a substantial and diversified client base that includes corporations, financial institutions, governments, and high-net worth individuals. GS Group is a U.S. entity and controlled by U.S. citizens.

### **2.2.2 JPMIM AND THE JPM CLIENTS**

JPMIM is a wholly-owned indirect subsidiary of JPMorgan Chase & Co. ("*JPMorgan Chase*"), a leading global financial services firm and one of the largest banking institutions in the U.S. JPMorgan Chase is a U.S. entity and controlled by U.S. citizens. The JPM Clients are investment funds and separate accounts managed by JPMIM that invest in high yield and distressed assets. The investors in the funds and the owners of the accounts that makeup the JPM Clients include corporations, non-profit entities, pension funds and others. The interests of the JPM Clients are entirely passive. Pursuant to investment management agreements, JPMIM makes all investment decisions on behalf of the JPM Clients and votes all voting securities held by each of the JPM Clients.

### **2.2.3 ~~OAKTREE CAPITAL GROUP, LLC AND THE OAKTREE FUNDS~~**

Oaktree Capital Group, LLC (NYSE: OAK) (individually or collectively with its affiliated funds, as the context requires, "*Oaktree*") is a leading global investment management firm focused on alternative markets, with an estimated \$81.0 billion in assets under management as of September 30, 2012. The firm emphasizes an opportunistic, value-oriented and risk-controlled approach to investments in distressed debt, corporate debt (including high yield debt and senior loans), control investing, convertible securities, real estate and listed equities. Headquartered in Los Angeles, the firm has over 700 employees and offices in 13 cities worldwide. Oaktree Capital Group, LLC is a U.S. entity and controlled by U.S. citizens.

The Oaktree Funds are limited partnerships within the control group of Oaktree Capital Group, LLC that invest primarily in distressed assets. The direct or indirect investors in the Oaktree Funds consist primarily of public funds, corporate pensions, corporate entities, sovereign wealth funds, endowments/foundations, insurance companies, fund-of-funds, and high net worth individuals. The interests of the limited partners in the Oaktree Funds are entirely passive. In its capacity as general partner, the relevant Oaktree entity makes all management decisions on behalf of the Oaktree Funds and votes all voting securities held by each of the Oaktree Funds.

## **2.3 CONTACT INFORMATION**

### **2.3.1 Licensee**

Martin Schneider, Corporate RSO  
8540 Gander Creek Drive  
Miamisburg, OH 45342  
937.242.9230 [PHONE]  
937.242.9463 [FAX]  
Martin.Schneider@newpagecorp.com [E-MAIL]

### **2.3.2 NEWPAGE PARENT COMPANIES**

NewPage Corporation  
8540 Gander Creek Drive  
Miamisburg, OH 45342  
937.242.9339 [PHONE]  
937.242.9324 [FAX]  
Attention Douglas Cooper, General Counsel  
Douglas.Cooper@newpagecorp.com [E-MAIL]

## **3.0 INFORMATION NEEDED BY NRC FOR CONSENT TO INDIRECT CHANGE OF CONTROL**

### **3.1 DESCRIPTION OF THE TRANSACTION**

#### **3.1.1 THE TRANSACTION**

On September 7, 2011, NewPage, NewPage Holding, NewPage Group and 11 of their subsidiaries including Licensee (collectively the "Debtors") filed voluntary petitions for

protection under Chapter 11 of the Bankruptcy Code.<sup>7</sup> The Debtors subsequently filed reorganization plans with the Bankruptcy Court on August 13, 2012. After lengthy negotiations and mediation with respect to certain issues, the Debtors reached agreement in principle with each of their creditor groups for resolution of the applicable Chapter 11 proceedings. On November 7, 2012, consistent with this agreement in principle the Debtors filed the Amended Reorganization Plan with the Bankruptcy Court. A hearing date of December 13, 2012 has been set by the Bankruptcy Court with respect to confirmation of the Amended Reorganization Plan, and the Debtors (including the Licensee) hope to emerge from bankruptcy before the end of the year.

In relevant part the Amended Reorganization Plan provides that:

- The existing NewPage subsidiaries, including Licensee, will all remain as direct or indirect subsidiaries of NewPage.
- NewPage's parent companies, NewPage Holding and NewPage Group, will be dissolved and will not emerge from bankruptcy. Cerberus, Stora Enso Oyj and current and former NewPage management will lose their existing equity interests in NewPage Group going forward.
- The First Lien Noteholders will receive 100% of the common stock of reorganized NewPage on a pro rata basis in return for satisfaction of their secured claims under the notes. In turn, the First Lien Noteholders will tender the stock of reorganized NewPage to New Holdco in return for the issuance of New Holdco stock.

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<sup>7</sup> The voluntary petitions and other materials relating to the Chapter 11 proceedings of NewPage and certain of its affiliates are available at: <http://www.kccllc.net/newpage>. In filing this Application and otherwise participating in this proceeding, none of NewPage or any of its affiliates intends to waive any protections which might be afforded to it under the Bankruptcy Code.

- On a going forward basis, the First Lien Noteholders will own 100% of the stock of New Holdco except for New Holdco stock issued to the company's management. The stock of New Holdco will not be publicly traded.

In summary, upon consummation of the Amended Reorganization Plan and pursuant to the Transaction, NewPage will become a wholly-owned subsidiary of New Holdco, and the First Lien Noteholders will own substantially all of the common stock of New Holdco. An organizational chart depicting the Post-Transaction ownership structure is attached as Exhibit B-2.

New Holdco through NewPage will maintain control of Licensee at all times after the closing of the Transaction. New Holdco will be a U.S. entity and will not be under foreign control or domination. GS Group, JPMIM and Oaktree Capital Group, LLC are not affiliated with each other, and as a result of the Transaction they will each only be able to exercise (directly or indirectly) 11%-12.5% of the voting rights in New Holdco held by their respective group of Acquiring Clients. No other First Lienholder or group of First Lienholders will be entitled to receive 10% or more of the stock of New Holdco in the Transaction.<sup>8</sup> Accordingly, given the relatively well dispersed ownership of New Holdco following consummation of the Transaction, neither GS Group, JPMIM, Oaktree Capital Group, LLC, the Acquiring Clients, nor any other First Lien Noteholder or entity managing or controlling a First Lien Noteholder will be able to control New Holdco, NewPage Corporation or Licensee.

The Board of Directors of New Holdco has not yet been constituted under the Amended Reorganization Plan. Under the Amended Reorganization Plan, the membership of the Board

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<sup>8</sup> See *supra* note 5.

must be identified to the Bankruptcy Court prior to confirmation of the plan by the court. The Board is expected to include at least a majority of U.S. citizens.

The officers of NewPage and Licensee are all citizens of the U.S. Following the Transaction, it is expected that most, if not all of Licensee's officers will be retained. The Radiation Safety Officer of Licensee will not change as a result of the Transaction.

### **3.1.2 REQUIRED NRC FINDINGS**

Under the provisions of the Atomic Energy Act of 1954, as amended, the NRC must make a finding that the indirect change of control over the License resulting from the Transaction will not be "inimical to the common defense and security, and [will] not constitute an unreasonable risk to the health and safety of the public."<sup>9</sup>

The indirect change of control of Licensee occurring through the Transaction will not result in any change to Licensee's operations, headquarters, corporate structure, key personnel, radiation safety officer, personnel authorized to conduct licensed activities or the conduct of licensed activities. The members of the Board of New Holdco are all anticipated to be citizens of the U.S. The day-to-day management of licensed activities and control over radiological materials are anticipated to remain under the control of U.S. citizens. Thus, the Commission should find that the indirect change of control resulting from the Transaction is not inimical to the common defense and security of the United States and will not constitute an unreasonable risk to the health and safety of the public.

### **3.2 CHANGES IN PERSONNEL**

The Transaction will not result in changes to Licensee's personnel or management having direct operational responsibility for, and control of, licensed activities. There will be no

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<sup>9</sup> See 42 U.S.C. §§ 2078(c), 2093(b) and 2112(b).

changes in personnel who are listed on the License, or referred to in the supporting documentation, as a result of the Transaction. There will be no changes in personnel responsible for radiation safety or use of licensed material under the License.

### **3.3 CHANGES OF LOCATION, EQUIPMENT & PROCEDURES**

The Transaction will not result in changes to Licensee's headquarters, operational organization, location, facilities, equipment or procedures related to the License. There will be no changes in the use, possession, location or storage of licensed material as a result of the indirect change of control occurring through the Transaction.

### **3.4 SURVEILLANCE RECORDS**

To the extent such records are required to be maintained under the License, the indirect change of control occurring as a result of the Transaction will have no effect on Licensee's surveillance records. All licensed activities and related records of Licensee, including but not limited to those relating to leak tests and physical inventories, are current and will continue on an ongoing basis without interruption in each case as required under the License. All surveillance items and records are current and will continue to be maintained in their existing state and in accordance with applicable requirements at the time of the closing date of the Transaction and the resulting indirect change of control.

### **3.5 DECOMMISSIONING AND RELATED RECORDS TRANSFERS**

#### **3.5.1 DECOMMISSIONING RECORDS**

Licensee is authorized under the License only to possess and use radiological material in sealed form and is generally excepted from any requirement to maintain and transfer effluent and disposal records. However, to the extent such decommissioning records are required to be maintained under the License, the indirect change of control occurring as a result

of the Transaction would have no effect on Licensee's decommissioning records. The Transaction will not involve the physical relocation of any records, and any records concerning the safe and effective decommissioning of Licensee's licensed facilities will remain with Licensee. On the closing date of the Transaction, the status of the licensed facilities, including but not limited to the status of any decontamination and decommissioning activities to the extent such activities are required, will be identical to their status prior to the closing date of the Transaction.

### **3.5.2 DECOMMISSIONING FINANCIAL ASSURANCE**

Given the sealed source nature and amount of radiological material authorized for use under the License, Licensee is not required to maintain decommissioning financial assurance under the Commission's regulations. However, even if such decommissioning financial assurance were required to be maintained under the License, the indirect change of control resulting from the Transaction would have no effect on Licensee's continued compliance with such requirements for financial assurance for decommissioning. To the extent such activities were required under the License, Licensee would remain responsible for the current status and future decommissioning and cleanup of all licensed facilities under the License that are the subject of this request for consent to indirect change in control.

### **3.6 TRANSFEREE'S COMMITMENT TO ABIDE BY TRANSFEROR'S COMMITMENTS**

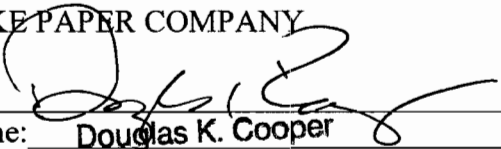
The indirect change of control resulting from the Transaction does not create a new licensee and does not change any of Licensee's existing commitments under the License. Licensee as the holder of the License will continue to abide by all commitments contained in the License. In addition, upon the closing of the Transaction, New Holdco will abide by Licensee's commitments made prior to the indirect change of control resulting from the Transaction.

Accordingly, Exhibit C is a form of letter from New Holdco to the Commission ("Commitment Letter") that when executed and submitted by New Holdco will confirm that New Holdco, as the new controlling owner of Licensee, will abide by all constraints, license conditions, requirements, representations and commitments identified in and attributed to Licensee's License. New Holdco is not yet formed and its name has not been finalized, but it will be formed and named prior to the closing of the Transaction. New Holdco will submit the Commitment Letter and inform the Commission of its name as soon as reasonably practicable after closing of the Transaction, but in any event within thirty (30) days of such closing.

#### 4.0 CONCLUSION

For the reasons stated above, Licensee requests that the Commission provide its consent to the indirect change of control resulting from the Transaction as it pertains to the License with such consent to be effective as of the closing date of the Transaction. As set forth in the form of Commitment Letter attached as Exhibit C, New Holdco will concur with the request made by this Application by executing the Commitment Letter and submitting it to the NRC under separate cover.

LUKE PAPER COMPANY

By:   
Name: Douglas K. Cooper  
Title: Vice President,  
General Counsel and Secretary



## **EXHIBITS**

Exhibit A – Licenses

Exhibit B – Organizational Charts


Exhibit B-1 – Pre-Transaction Organizational Chart

Exhibit B-2 – Post-Transaction Organizational Chart

Exhibit C – Form of Letter from New Holdco Committing to Abide by Commitments

AFFIRMATION

I, Douglas Cooper, do hereby affirm that: (1) I am VP, General Counsel & Secretary of Luke Paper Company [LICENSEE], (2) I am duly authorized to execute and file this certification on behalf of Luke Paper Company [LICENSEE], and (3) the statements set forth in the attached Application for Consent to Indirect Change of Control are true and correct to the best of my information, knowledge and belief.

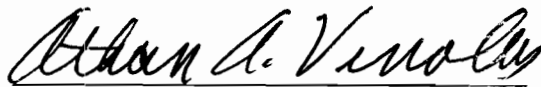
By:   
Name: Douglas K. Cooper  
Title: Vice President, General Counsel and Secretary

[STATE OF OHIO] )

[MONTGOMERY COUNTY] )

I hereby certify that on the 30<sup>th</sup> day of November, 2012, before me, the subscriber, a Notary Public of the State of Ohio, personally appeared Douglas Cooper, being duly sworn, and states that he is VP, GC & Secretary [TITLE] of Luke Paper Company ("Company"), that he provides the foregoing Application for the purposes set forth; that the statements made are true and correct to the best of his knowledge and belief; and that he is authorized to submit the Application on behalf of the Company.

WITNESS my Hand and Notarial Seal



Notary Public

ADAM A. VINOLY, Notary Public  
My Commission Expires 12/31/13

My Commission Expires:

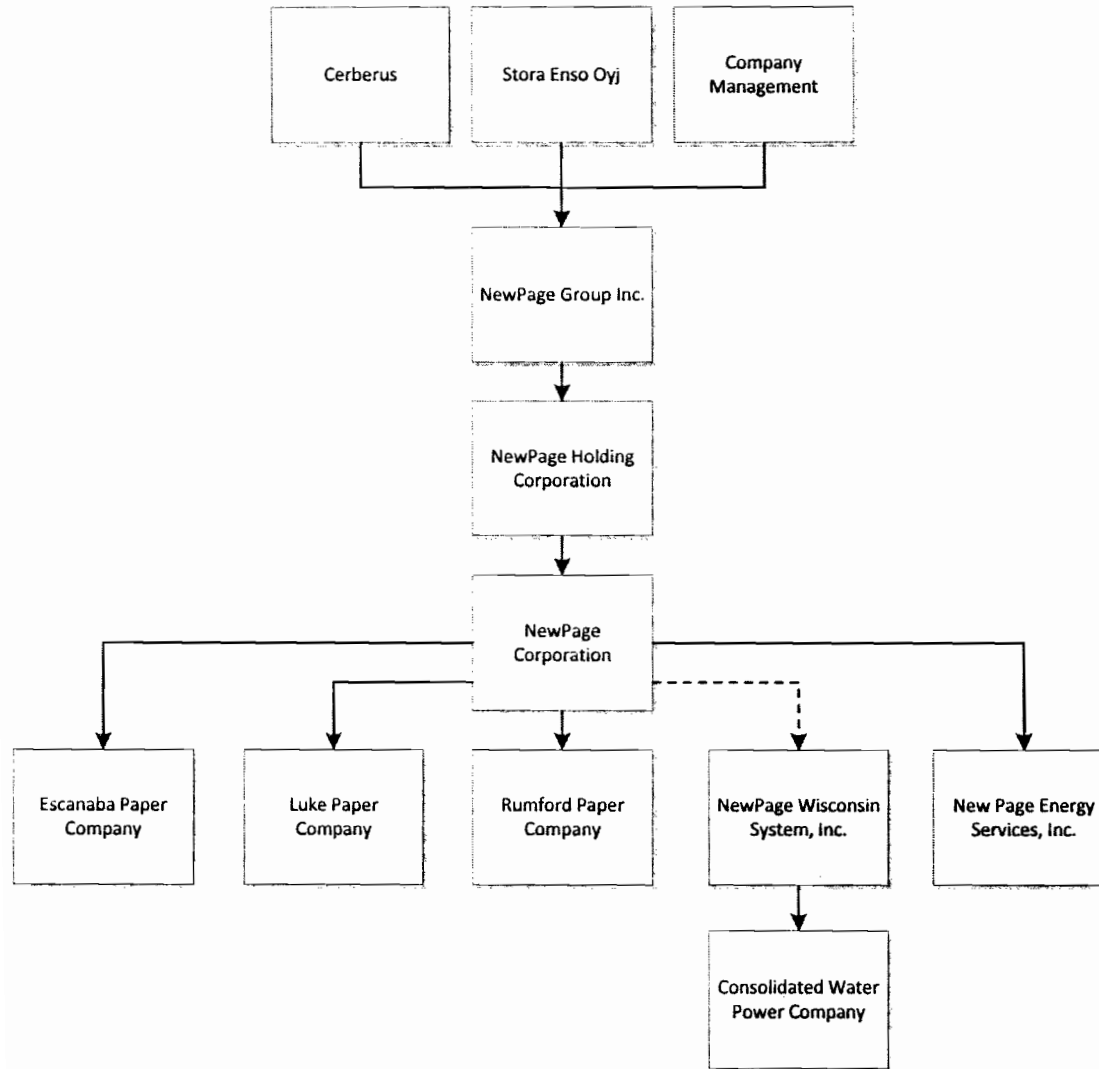
**EXHIBIT A  
LICENSES**

<b>Facility Name</b>	<b>License Number</b>	<b>Facility Address</b>	<b>Type of License</b>	<b>Comments</b>
Luke Paper Company	19-00373-02	Luke Paper Company 300 Pratt Street Luke, MD 21540	Materials	

**EXHIBIT B**  
**ORGANIZATIONAL CHARTS**

Exhibit B-1

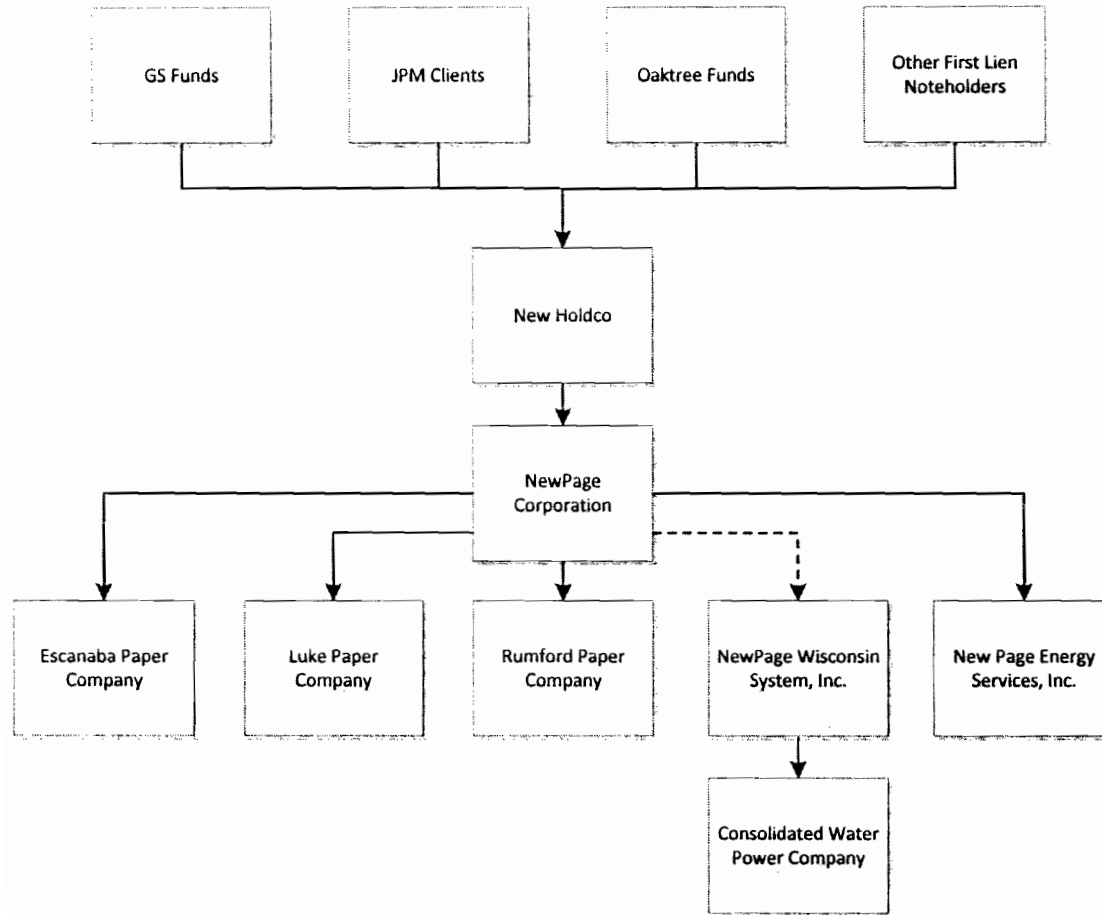
Organization Chart:  
Before Transaction



-----> = Indirect Ownership

Exhibit B-2

Organization Chart:  
After Transaction



-----> = Indirect Ownership

**EXHIBIT C**  
**FORM OF LETTER FROM NEW HOLDCO COMMITTING TO ABIDE BY**  
**COMMITMENTS**

**[INSERT COMPANY LETTERHEAD]**

Sattar Lodhi, Ph. D  
US Nuclear Regulatory Commission, Region I  
2100 Renaissance Boulevard  
Renaissance Park  
King of Prussia, Pa. 19406

Re: Luke Paper Company Application for Consent to Indirect Change of Control with Respect to Radiological Materials License

Dear Dr, Lodhi :

This letter by [New Holdco] is in furtherance of, and a part of, the Application for Consent to Indirect Change of Control of Luke Paper Company ("Licensee" and such application the "Application") filed by the Licensee with Region 3 of the Nuclear Regulatory Commission ("NRC" or "Commission") on \_\_\_\_\_ and related to the radiological materials license referred to therein ("License"). The need for the Application arises in connection with a plan for the reorganization and emergence from bankruptcy of Licensee, Licensee's parent corporation, NewPage Corporation ("NewPage"), and certain of their affiliates. Under the reorganization plan, the holders of first lien notes issued by NewPage have (i) received distributions of the common stock of NewPage in satisfaction of their secured claims, and (ii) exchanged such stock for the common stock of [New Holdco] which owns 100% of the common stock of NewPage (such distributions and exchanges the "Transaction"), all as more fully described in the Application.

I am the \_\_\_\_\_ [INSERT TITLE] of \_\_\_\_\_ [New Holdco] and am authorized to file this letter with the NRC on behalf of [New Holdco]. In accordance with NUREG-1556, Volume 15, Section 5.6, dated November 2000, and in satisfaction of the condition to the request for indirect transfer of control over the License made by Licensee in the Application, [New Holdco] hereby makes the following statements and representations:

1. As a result of the closing of the Transaction discussed above, [New Holdco] has become the indirect owner of, and has a controlling interest in, Licensee, which remains licensee and holder of the License.

2. The Transaction has not resulted and will not result in any changes in Licensee personnel or management having direct operational responsibility for, and control of, licensed activities. There will be no changes in personnel of Licensee who are listed on the License or referred to in the supporting documentation as a result of the Transaction. There will be no changes in personnel responsible for radiation safety or used of licensed material in the License.

3. The Transaction has not resulted and will not result in any changes to Licensee's headquarters, operational organization, location, facilities, equipment or procedures related to the License. There will be no changes in the use, possession, location or storage of the licensed material as a result of indirect change of control resulting from the Transaction.

4. [New Holdco], as the new indirect owner of Licensee, will abide by all constraints, license conditions, requirements, representations, and commitments identified in, and attributed to, Licensee in the License.

5. [New Holdco] agrees to accept responsibility for the provision by Licensee of any decommissioning financial assurance required by the NRC with respect to the radiological materials and use authorized under the License.

6. [New Holdco] concurs in and accepts all commitments made by Licensee in the Application.

[New Holdco] would be pleased to respond to any further questions that the NRC may have with respect to this letter.

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[AUTHORIZED NEW HOLDCO SIGNATORY]