

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2009 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☐ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	▶ ☒		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan NEWPAGE RETIREMENT PLAN FOR BARGAINED HOURLY EMPLOYEES	1b Three-digit plan number (PN) ▶	002	
	1c Effective date of plan	05/01/2005	
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) NEWPAGE CORPORATION 8540 GANDER CREEK DRIVE MIAMISBURG, OH 45342	2b Employer Identification Number (EIN)	05-0616156	
	2c Sponsor's telephone number	937-242-9100	
	2d Business code (see instructions)	322100	

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2010	GLENN R GRILL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2010	GLENN R GRILL
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2009)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") NEWPAGE CORPORATION 8540 GANDER CREEK DRIVE MIAMISBURG, OH 45342	3b Administrator's EIN 05-0616156 3c Administrator's telephone number 937-242-9100
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	9119
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	4725
b Retired or separated participants receiving benefits.....	6b	2434
c Other retired or separated participants entitled to future benefits.....	6c	1631
d Subtotal. Add lines 6a , 6b , and 6c	6d	8790
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	317
f Total. Add lines 6d and 6e	6f	9107
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	63

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 1B 1G

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
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SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>NEWPAGE RETIREMENT PLAN FOR BARGAINED HOURLY EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>NEWPAGE CORPORATION</u>	D Employer Identification Number (EIN) <u>05-0616156</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2009</u>	
2 Assets:	
a Market value	2a <u>523774506</u>
b Actuarial value	2b <u>576151957</u>
3 Funding target/participant count breakdown	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment	3a <u>2739</u> <u>245280001</u>
b For terminated vested participants	3b <u>1611</u> <u>32551833</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>33431556</u>
(2) Vested benefits	3c(2) <u>233715032</u>
(3) Total active	3c(3) <u>4877</u> <u>267146588</u>
d Total	3d <u>9227</u> <u>544978422</u>
4 If the plan is at-risk, check the box and complete items (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>8.17</u> %
6 Target normal cost	6 <u>10618788</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>10/12/2010</u>
Signature of actuary	Date
<u>PAUL P. GAJDEL</u>	<u>08-05468</u>
Type or print name of actuary	Most recent enrollment number
<u>TOWERS WATSON DELAWARE INC</u>	<u>312-525-2500</u>
Firm name	Telephone number (including area code)
<u>191 NORTH WACKER DRIVE</u> <u>CHICAGO, IL 60606</u>	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	1627977	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9	Amount remaining (Item 7 minus item 8).....	1627977	0
10	Interest on item 9 using prior year's actual return of <u>-21.32</u> %	-347020	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		0
b	Interest on (a) using prior year's effective rate of <u>6.07</u> %		0
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance.....		0
12	Reduction in balances due to elections or deemed elections.....	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	26528811	0

Part III Funding percentages			
14	Funding target attainment percentage.....	14	100.85 %
15	Adjusted funding target attainment percentage.....	15	105.72 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	125.97 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ►			18(b)	0	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contribution from prior years.....	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c 0
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b 3
22 Weighted average retirement age				22 61
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	5974064
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	5974064
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	5974064	0
36 Additional cash requirement (item 34 minus item 35).....	36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	0
38 Interest-adjusted excess contributions for current year (see instructions).....	38	0
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan NEWPAGE RETIREMENT PLAN FOR BARGAINED HOURLY EMPLOYEES	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 NEWPAGE CORPORATION	D Employer Identification Number (EIN) 05-0616156

Part I

Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

AON CONSULTING

22-2232264

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13	NONE	62556	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

CLARK, SCHAEFER, HACKETT & CO

31-8000053

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	1700	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

HARTFORD LIFE AND ACCIDENT INS CO

06-0974148

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
12	NONE	7110	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

SCHENCK BUSINESS SOLUTIONS

39-1173131

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	5500	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

SEDGWICK CMS

36-2685608

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
12	NONE	7965	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

TOWERS WATSON

53-0181291

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11	NONE	203541	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	AON CONSULTING INC	b EIN:	22-2232264
c Position:	ACTUARY		
d Address:	125 CHUBB AVE LYNDHURST, NJ 07071-0629	e Telephone:	201-460-6699

Explanation: ACTUARIAL SERVICES FOR ALL PLANS WERE CONSOLIDATED UNDER ONE PROVIDER FOR THE CONVENIENCE OF THE PLAN SPONSOR.

a Name:		b EIN:	
c Position:			
d Address:		e Telephone:	

Explanation:

a Name:		b EIN:	
c Position:			
d Address:		e Telephone:	

Explanation:

a Name:		b EIN:	
c Position:			
d Address:		e Telephone:	

Explanation:

a Name:		b EIN:	
c Position:			
d Address:		e Telephone:	

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration		DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.		OMB No. 1210-0110 2009 This Form is Open to Public Inspection.	
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009					
A Name of plan NEWPAGE RETIREMENT PLAN FOR BARGAINED HOURLY EMPLOYEES				B Three-digit plan number (PN) ▶ 002	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 NEWPAGE CORPORATION				D Employer Identification Number (EIN) 05-0616156	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: NEWPAGE DIRECTED RETIREMENT TRUST					
b Name of sponsor of entity listed in (a): NEWPAGE CORPORATION					
c EIN-PN 05-0616156-001		d Entity code M		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 595826821	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-	

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan NEWPAGE RETIREMENT PLAN FOR BARGAINED HOURLY EMPLOYEES	B Three-digit plan number (PN)	002
C Plan sponsor's name as shown on line 2a of Form 5500 NEWPAGE CORPORATION	D Employer Identification Number (EIN) 05-0616156	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	524172427	595826821
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	524172427	595826821

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	136683	14857
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	136683	14857

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	524035744	595811964
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		107766165
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		107766165

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	35410861	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		35410861
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	164608	
(2) Contract administrator fees	2i(2)	90444	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	324032	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		579084
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		35989945

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		71776220
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: CLARK, SCHAEFER, HACKETT & CO

(2) EIN: 31-0800053

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)

5b(3) PN(s)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection.
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan NEWPAGE RETIREMENT PLAN FOR BARGAINED HOURLY EMPLOYEES		B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 NEWPAGE CORPORATION		D Employer Identification Number (EIN) 05-0616156
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1 0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 36-3046063		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3 38
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☒ No ☐ N/A		
If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____		
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year		6a
b Enter the amount contributed by the employer to the plan for this plan year		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☒ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box..... ☒ Increase ☐ Decrease ☐ Both ☐ No		
Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No		
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.		
Schedule R (Form 5500) 2009 v.092308.1		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: 70% Investment-Grade Debt: 27% High-Yield Debt: 0% Real Estate: _____% Other: 3%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☒ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

NewPage Retirement Plan for Bargained Hourly Employees

Financial Statements and Supplemental Schedule

December 31, 2009 and 2008

with Independent Auditors' Report

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INDEPENDENT AUDITORS' REPORT

Benefit Plans Administration Committee
NewPage Retirement Plan
for Bargained Hourly Employees
Miamisburg, Ohio

We were engaged to audit the financial statements and the supplemental schedule of NewPage Retirement Plan for Bargained Hourly Employees (the "Plan") as of and for the years ended December 31, 2009 and 2008, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's administrator.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Northern Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2009 and 2008, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Reporting and Disclosures under the Employee Retirement Income Security Act of 1974.

Clark, Schaefer, Hackett & Co.

Dayton, Ohio
October 11, 2010

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NewPage Retirement Plan for Bargained Hourly Employees
Statements of Net Assets Available for Benefits
December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Assets:		
Investment in master trust - at fair value	\$ 595,826,821	\$ 524,172,427
Liabilities:		
Accounts payable	<u>14,857</u>	<u>136,683</u>
Net assets available for benefits	<u>\$ 595,811,964</u>	<u>\$ 524,035,744</u>

See accompanying notes to financial statements.

Newpage Retirement Plan for Bargained Hourly Employees
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Additions:		
Investment earnings (losses)	\$ 107,766,165	\$ (60,897,600)
Investment expense	<u>-</u>	<u>(484,576)</u>
Net investment earnings (losses)	107,766,165	(61,382,176)
Deductions:		
Benefits paid to participants	35,410,861	14,292,014
Administrative expenses	<u>579,084</u>	<u>883,363</u>
	<u>35,989,945</u>	<u>15,175,377</u>
Net increase (decrease)	71,776,220	(76,557,553)
Transfers from related plan	-	330,071,224
Net assets available for benefits:		
Beginning of year	<u>524,035,744</u>	<u>270,522,073</u>
End of year	<u><u>\$ 595,811,964</u></u>	<u><u>\$ 524,035,744</u></u>

See accompanying notes to financial statements.

1. DESCRIPTION OF THE PLAN:

The following description of the NewPage Corporation (the "Sponsor") Retirement Plan for Bargained Hourly Employees (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined benefit plan, effective as of May 1, 2005, concurrent with the sale of the Printing and Writing Papers Business of MeadWestvaco Corporation ("Prior Company") to NewPage Corporation and the transfer of assets to fund the benefit obligations of active bargained hourly participants of the Prior Company. All inactive bargained hourly participants and those who retired before May 1, 2005 remain participants in the retirement plan of the Prior Company. All active employees of the Company, who were participants in the Prior Plan as of April 30, 2005, automatically become participants in the Plan on May 1, 2005. The Plan was most recently amended and restated effective January 1, 2009.

In December 2007, the Sponsor acquired Stora Enso North America, which became NewPage Wisconsin System, Inc. ("NPWSI"), a wholly owned subsidiary of the Sponsor. The NPWSI Pension Plan for Union Members was merged into the plan as of December 31, 2008 with assets totaling \$330,071,224 and accumulated benefit obligations totaling \$363,727,856.

The Plan covers all eligible employees of the Company who are represented by a collective bargaining group. Depending on each group's collective bargaining agreement ("CBA"), eligibility begins either immediately upon employment or after a one-year wait. Benefits vest after five years of credited service.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Benefit payments

The Plan provides for lifetime retirement benefits beginning at age 65 with reduced benefits upon early retirement, which can commence no earlier than age 55 subject to certain years of service requirements as specified in each applicable CBA.

Vesting

A participant is fully vested after completing five years of service, including service with the Prior Company.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

The following are the significant accounting policies of the Plan:

Basis of accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Investment valuation and income recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's investments at December 31, 2009 and 2008 consisted of an ownership interest in the NewPage Directed Retirement Trust (the "Master Trust"), a master trust established October 1, 2008, with the transfer of the Plan's assets and the assets of other plans sponsored by NewPage Corporation. The Master Trust holds various investment securities as further described below.

The following is a description of the valuation methods used for assets measured at fair value by the Master Trust and the Plan.

Cash: The carrying value approximates fair value.

Common stocks: The fair values of these securities are based on quoted market prices and are valued at the closing price as reported on the active market on which the individual securities are traded.

Corporate debt: The fair values of these securities are primarily based on observable market quotations for identical or similar bonds, valued at the closing price reported on the active market on which the individual securities are traded. When such quoted prices are not available, the bonds are valued using a discounted cash flows approach using current yields on similar instruments of issuers with similar credit ratings.

Government securities: The fair values are based on yields currently available on comparable securities of issuers with similar credit ratings. When quoted prices are not available for identical or similar securities, the security is valued under a discounted cash flows approach that maximizes observable inputs, such as current yields of similar instruments, but includes adjustments for certain risks that may not be observable, such as credit and liquidity risks.

Common/collective Trusts: The common/collective trust funds are valued using a Net Asset Value (NAV) provided by the manager of each fund. The NAV is based on the underlying net assets owned by the fund, divided by the number of shares outstanding. The NAV is based on the fair value of the underlying securities within the fund, which are generally traded on an active market, and valued at the closing price reported on the active market on which those individual securities are traded. For investments not traded on an active market, or for which a quoted price is not publicly available, a variety of valuation methodologies, including discounted cash flow, market multiple and cost valuation approaches, are employed by the fund manager to value investments.

Registered investment companies: The registered investment companies are valued using a Net Asset Value (NAV) provided by the manager of each fund. The NAV is based on the underlying net assets owned by the fund, divided by the number of shares outstanding. The NAV is based on the fair value of the underlying securities within the fund, which are traded on an active market, and valued at the closing price reported on the active market on which those individual securities are traded.

Partnership/joint ventures: Partnership/joint venture interests are valued based on the Net Asset Value (NAV) provided by the manager of the fund. The NAV is based on the fair value of the underlying securities within the fund, which include investments both traded on an active market and not traded on an active market. For those investments that are traded on an active market, the values are based on the closing price reported on the active market on which those individual securities are traded. For investments not traded on an active market, or for which a quoted price is not publicly available, a variety of valuation methodologies, including discounted cash flow, market multiple and cost valuation approaches, are employed by the fund manager to value investments.

Hedge Funds: Hedge funds are private investment vehicles valued using a Net Asset Value (NAV) provided by the manager of each fund. The NAV is based on the underlying net assets owned by the fund, divided by the number of shares outstanding. The NAV's unit price is quoted on a private market that is not active. The NAV is based on the fair value of the underlying securities within the fund, which are typically traded on an active market, and valued at the closing price reported on the active market on which those individual securities are traded. For investments not traded on an active market, or for which a quoted price is not publicly available, a variety of valuation methodologies, including discounted cash flow, market multiple and cost valuation approaches, are employed by the fund manager to value investments.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan's trustee believes that the valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

There have been no changes in the methodologies used to determine fair value during the years ended December 31, 2009 and 2008.

Derivative financial instruments

The Master Trust makes use of several investment strategies involving use of derivative instruments. Management, as a matter of policy and with risk management as the primary objective, monitors risk indicators such as duration and counter-party credit risk, both for the derivatives themselves and for the investment portfolios holding the derivatives. Investment managers are allowed to use derivatives for such strategies as portfolio structuring, return enhancement and hedging against deterioration of investment holdings from market and interest rate changes. Derivative investments are stated at estimated fair market values. Gains and losses on such investments are included in the net appreciation (depreciation) of the master trust.

Benefit payments

Benefit payments are recorded upon distribution.

Administrative expenses

Certain administrative functions are performed by officers or employees of the Sponsor. No such officer or employee receives compensation from the Plan. Administrative expenses associated with the Plan are paid by the Plan.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Subsequent Events

The Plan evaluates events and transactions occurring subsequent to the date of the financial statements for matters requiring recognition or disclosure in the financial statements. The Plan has evaluated subsequent events through October 11, 2010, the date the financial statements were available to be issued.

3. ACCUMULATED PLAN BENEFITS:

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries.

Benefits payable under all circumstances are included to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by Towers Watson and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The more significant assumptions underlying the actuarial computations are as follows:

Mortality – Mortality assumption under section 430(h)(3)(A) of the Internal Revenue Code for non-disabled participants using static tables with separate mortality rates for annuitants and non-annuitants. For the January 1, 2008 valuation, the RP-2000 Combined Mortality Tables were used for non-disabled participants.

Asset valuation method – For January 1, 2009 the valuation assets are equal to the average of three values (all determined without regard to receivable contributions), the result increased by the discounted present value of contributions expected to be made after the valuation date based on the prior plan year effective PPA interest rate. This amount is then subject to a 10% corridor around the market value of assets (including the discounted present value of receivable contributions) as of the valuation date. The three values used to develop the average value are: the market value of assets as of the current valuation date, the adjusted market value of assets as of the prior valuation date and the adjusted market value of assets as of the second prior valuation date. The adjusted market value as of a relevant valuation date is equal to the market value of assets as of the prior valuation date increased by actual plan contributions and assumed return on plan assets and decreased by actual plan disbursements after that date until the current valuation date. The assumed rate of return on plan assets for the prior plan year (pursuant to IRS Notice 2009-22) was 6.4%, which is the lesser of the anticipated rate of return on assets for the plan year, equal to 7.5%, and the applicable limitation for the plan year, equal to 6.4%. The assumed rate of return on plan assets for the second prior plan year (pursuant to IRS Notice 2009-22) was 6.09%, which is the lesser of the anticipated rate of return on assets for the plan year, equal to 7.50%, and the applicable limitation for the plan year, equal to 6.09%. For the January 1, 2008 valuation, actuarial value is equal to market value of assets as of January 1, 2008.

Discount Rate – 2009 – 7.5%; 2008 – 8.0% for SENA Plan and 7.5% for the Plan

The actuarial assumptions are based on the presumption the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

NewPage Retirement Plan for Bargained Hourly Employees
Notes to Financial Statements
Years Ended December 31, 2009 and 2008

Contributions to the Plan are made by the Sponsor based on the minimum funding requirements in amounts that are actuarially determined to be necessary to provide benefits to participants under the Plan. The Sponsor made no contributions to the Plan for the years ended December 31, 2009 and 2008.

The actuarial present value of accumulated plan benefits as of January 1, 2009 and 2008 is summarized as follows:

	<u>2009</u>	<u>2008</u>
Vested benefits:		
Participants currently receiving payments	\$ 260,204,881	\$ 27,114,573
Vested termination	34,987,444	2,588,476
Other participants	<u>253,296,105</u>	<u>151,025,585</u>
	548,488,430	180,728,634
Non-vested benefits	<u>37,956,598</u>	<u>3,458,115</u>
Actuarial present value of accumulated plan benefits	<u>\$ 586,445,028</u>	<u>\$ 184,186,749</u>

The change in actuarial present value of accumulated plan benefits for the years ended January 01, 2009 and 2008 are as follows:

	<u>2009</u>	<u>2008</u>
Actuarial present value of accumulated plan benefits at beginning of period	\$ 184,186,749	\$ 166,222,523
Increase (decrease) attributable to:		
Transfer from related plan	363,727,856	-
Plan amendments	-	2,339,610
Change in actuarial assumptions	21,351,901	-
Increase for interest due to decrease in the discount period	42,129,551	12,150,778
Benefits paid	(40,575,308)	(7,776,287)
Benefits accumulated (including actuarial gain or loss)	<u>15,624,279</u>	<u>11,250,125</u>
Actuarial present value of accumulated plan benefits at end of period	<u>\$ 586,445,028</u>	<u>\$ 184,186,749</u>

Changes in actuarial assumptions, including updating the discount rate and mortality tables, resulted in an increase in the actuarial present value of accumulated plan benefits of \$21,351,901 at January 1, 2009.

Effective December 31, 2008 net assets from Stora Enso North America ("SENA") plan were transferred into the Plan. Since the plans were not merged until after the valuation date, the actuarial present value of accumulated plan benefits of the SENA plan, which totaled \$363,727,856, were not included in the actuarial valuation as of January 1, 2008.

4. INVESTMENTS:

All investment information disclosed in the accompanying financial statements and schedule, including investments held at December 31, 2009 and 2008, and net investment earnings and losses for the years ended December 31, 2009 and 2008, were obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Northern Trust Company, the trustee of the Plan.

NewPage Retirement Plan for Bargained Hourly Employees
Notes to Financial Statements
Years Ended December 31, 2009 and 2008

The following presents investments that represent 5% or more of the Plan's net assets at December 31, 2009 and 2008:

	<u>2009</u>	<u>2008</u>
Master trust	\$ 595,826,821	\$ 524,172,427

The Plan's investment earnings (loss) for years ended December 31, 2009 and 2008 were as follows:

	<u>2009</u>	<u>2008</u>
Net investment earnings (loss) from master trust	\$ 107,766,165	\$(20,652,496)
Net investment loss from common/ collective trusts	-	(34,147,993)
Net investment loss from registered investment companies	-	(4,353,021)
Realized appreciation in fair value of investments	-	1,120,365
Unrealized loss in fair value of investments	-	(4,962,354)
Interest	-	2,031,719
Other	-	66,180
	<u>\$ 107,766,165</u>	<u>\$(60,897,600)</u>

As described in Note 2, during 2008 the NewPage Directed Retirement Trust (the "Master Trust") was established with the transfer of the plan assets of the plans sponsored by NPWSI. Each participating retirement plan has an undivided interest in the Master Trust. The assets of the Master Trust are held by Northern Trust Company. As of December 31, 2009 and 2008 the Plan's interest in the net assets of the Master Trust was approximately 66%. Investment income, net of Master Trust level administrative expenses, is allocated to the individual plans based upon average monthly balances invested by each plan.

The fair value of the investments held in the Master Trust as of December 31, 2009 and 2008 were as follows:

	<u>2009</u>	<u>2008</u>
Government securities	\$ 49,218,741	\$161,147,822
Common stock	36,998,569	28,551,053
Corporate debt	46,011,568	73,028,334
Common/collective trusts	638,761,945	419,605,124
Registered investment companies	87,588,565	87,066,493
Partnership/joint venture interests	11,847,598	10,031,739
Hedge fund	28,007,201	16,160,906
Interest bearing cash	2,449,044	1,490,694
Non-interest bearing cash	977	365,565
Other assets	98,359	313,445
Assets held for investment	<u>900,982,567</u>	<u>797,761,175</u>
Income receivable	1,390,323	3,068,568
Trust expenses payable	(604,574)	-
Other liabilities	(786,176)	(1,559,597)
Net assets held for investment	<u>\$ 900,982,140</u>	<u>\$799,270,146</u>

NewPage Retirement Plan for Bargained Hourly Employees
Notes to Financial Statements
Years Ended December 31, 2009 and 2008

Net investment earnings (losses) from Master Trust for the year ending December 31, 2009 and the period from October 1, 2008 to December 31, 2008 were as follows:

	<u>2009</u>	<u>2008</u>
Net appreciation (depreciation) in fair value of investments:		
Government securities	\$ (5,852,785)	\$13,963,886
Corporate stock	7,279,693	(15,702,798)
Corporate debt	4,731,215	5,014,239
Common/collective trusts	122,824,434	(62,400,382)
Registered investment companies	13,215,143	(19,955,434)
Partnership/joint venture interests	738,281	(2,157,784)
Hedge fund	11,846,294	(7,073,998)
Interest bearing cash	(375)	(55,185)
Non-interest bearing cash	(120,334)	105,400
Other assets	358,040	2,252,147
	<u>155,019,606</u>	<u>(86,009,909)</u>
Interest and dividends	<u>10,488,286</u>	<u>4,922,833</u>
	165,507,892	(81,087,076)
Master Trust level expenses	<u>(2,707,076)</u>	<u>(207,277)</u>
	<u>\$ 162,800,816</u>	<u>\$(81,294,353)</u>

The following presents investments that represent 5% or more of the Master Trust's net assets as of December 31, 2009 and 2008:

	<u>2009</u>	<u>2008</u>
Common/collective trusts:		
Calamos Global Opportunities Fund	\$ 61,544,790	\$ 45,537,531
Capital Guardian All Country World (Ex-US)	81,788,072	54,846,014
Northern Trust Global Investments Collective		
Daily Russell 3000 Equity Index	220,845,286	130,165,323
Diversified Investment Advisors Long Bond Fund	100,201,135	**
State Street Global Advisors TIPS Index Fund	49,231,246	**
Registered investment companies:		
GMO World Opportunities Equity Fund	45,579,768	**

** - Investment did not exceed 5% of net assets at year end.

5. FAIR VALUE MEASUREMENT:

Generally accepted accounting principles provides a framework for measuring fair value and expands disclosures about fair value measurements. This statement applies whenever other accounting pronouncements require or permit fair value measurements.

The Plan classifies its investments into Level 1, Level 2 and Level 3 as defined below:

Level 1: Quoted market prices in active markets for identical assets or liabilities

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data. If the asset or liability has a specified term (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Unobservable inputs reflecting the reporting entity's own assumptions

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

NewPage Retirement Plan for Bargained Hourly Employees
Notes to Financial Statements
Years Ended December 31, 2009 and 2008

The following table sets forth, by level within the fair value hierarchy, a summary of the Master Trust's investments that were measured at fair value on a recurring basis as of December 31, 2009 and 2008:

Assets at Fair Value as of December 31, 2009

	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Common stock:				
Real estate	\$ 36,808,384	\$ 36,808,384	\$ -	\$ -
Other	190,185	190,185	-	-
	<u>36,998,569</u>	<u>36,998,569</u>	<u>-</u>	<u>-</u>
Corporate debt:				
Aaa to A-	27,743,379	-	27,543,379	200,000
Baa+ to BA+	18,109,956	-	18,109,956	-
Caa+ to C	158,233	-	158,233	-
	<u>46,011,568</u>	<u>-</u>	<u>45,811,568</u>	<u>200,000</u>
Common/collective trusts:				
Short term				
Multi-strategy	10,674,945	-	10,674,945	-
hedge	25,020,332	-	-	25,020,332
U.S. equity	347,264,225	-	347,264,225	-
International				
Equity ex-U.S.	44,825,271	-	44,825,271	-
Global equity	61,544,790	-	61,544,790	-
Long bond	100,201,135	-	100,201,135	-
Treasuries	49,231,247	-	49,231,247	-
	<u>638,761,945</u>	<u>-</u>	<u>613,741,613</u>	<u>25,020,332</u>
Registered investment companies:				
Treasury money market	124,292	124,292	-	-
U.S. equity	41,884,505	41,884,505	-	-
Global equity	45,579,768	45,579,768	-	-
	<u>87,588,565</u>	<u>87,588,565</u>	<u>-</u>	<u>-</u>
Government securities - other				
Aaa to A-	3,913,783	-	3,913,783	-
Baa+ to BA+	2,010,572	-	854,652	1,155,920
	<u>5,924,355</u>	<u>-</u>	<u>4,768,435</u>	<u>1,155,920</u>
Government securities – US				
Aaa	43,294,386	-	42,989,837	304,549
Partnership/joint venture interests	11,847,598	-	-	11,847,598
Hedge fund	28,007,201	-	-	28,007,201
Interest bearing cash	2,449,044	2,449,044	-	-
Non-interest bearing cash	977	977	-	-
Other	98,359	25,001	69,503	3,855
Total	<u>\$ 900,982,567</u>	<u>\$ 127,062,156</u>	<u>\$ 707,380,956</u>	<u>\$66,539,455</u>

Assets at Fair Value as of December 31, 2008

	Total	Level 1	Level 2	Level 3
Government securities	\$ 161,147,822	\$ -	\$ 161,147,822	\$ -
Common stock	28,551,053	28,551,053	-	-
Corporate debt	73,028,334	-	73,028,334	-
Common/collective trusts	419,605,124	184,419,918	213,168,783	22,016,423
Registered investment companies	87,066,493	87,066,493	-	-
Partnership/joint venture interests	10,031,739	-	-	10,031,739
Hedge fund	16,160,906	-	-	16,160,906
Interest bearing cash	1,490,694	1,490,694	-	-
Non-interest bearing cash	365,565	365,565	-	-
Other assets	313,445	-	313,445	-
Total	\$ 797,761,175	\$ 301,893,723	\$ 447,658,384	\$ 48,209,068

The following is a reconciliation of the beginning and ending balances of the fair value measurements using significant unobservable inputs for Level 3 assets for the year ended December 31, 2009:

Level 3				
	Total	Common/ collective trust	Partnership/ joint venture interests	Hedge fund
Beginning balance	\$ 48,209,068	\$ 22,016,423	\$ 10,031,739	\$ 16,160,906
Realized gains/(losses)	(48,484)	-	(48,484)	-
Unrealized gains/(losses)	16,021,221	3,003,909	786,765	11,846,295
Purchases	1,678,637	-	1,170,000	-
Sales proceeds	(92,422)	-	(92,422)	-
Transfers in, net	771,435	-	-	-
Ending balance	\$ 66,539,455	\$ 25,020,332	\$ 11,847,598	\$ 28,007,201

	Other Government Securities	Corporate Bonds	Other
Beginning balance	\$ -	\$ -	\$ -
Unrealized gains/(losses)	384,252	-	-
Purchases	308,637	200,000	-
Sales proceeds	-	-	-
Transfers in, net	767,580	-	3,855
Ending balance	\$ 1,460,469	\$ 200,000	\$ 3,855

The following is a reconciliation of the beginning and ending balances of the fair value measurements using significant unobservable inputs for Level 3 assets for the year ended December 31, 2008:

	Level 3			
	Total	Common/ collective trust	Partnership/ joint venture interests	Hedge fund
Beginning balance	\$62,977,525	\$ 26,755,733	\$ 9,603,388	\$ 26,618,404
Realized gains	-	-	-	-
Unrealized losses	(16,750,347)	(4,739,310)	(1,553,539)	(10,457,498)
Purchases	1,981,890	-	1,981,890	-
Sales proceeds	-	-	-	-
Transfers in, net	-	-	-	-
Ending balance	<u>\$ 48,209,068</u>	<u>\$ 22,016,423</u>	<u>\$ 10,031,739</u>	<u>\$ 16,160,906</u>

The following is additional information regarding Level 3 investments, held at December 31, 2009 that calculate net asset value per share (or its equivalent):

	Fair Value	Unfunded Commitments	Redemption Frequency (If Currently Eligible)	Redemption Notice Period
Multi-strategy hedge fund ^(a)	\$ 25,020,332	\$ -	Quarterly	60 days
Debt securities hedge fund ^(b)	28,007,201	-	Semi-annually	90 days
Private equity ^(c)	11,847,598	7,345,000	N/A	N/A
	<u>\$ 64,875,131</u>	<u>\$ 7,345,000</u>		

(a) Invests in other funds which, in turn, invest in equities, equity-related instruments, fixed income and other debt-related instruments. The fund's investment objective is to generate capital appreciation over the long term through a portfolio having a diversified risk profile with relatively low volatility and a low correlation with traditional equity and fixed income markets. As of December 31, 2009, the fund was invested in 59 investment funds, which may invest in U.S. and non-U.S. equity securities (both long and short), options, other equity derivatives and other securities in accordance with each investment fund's offering memorandum.

(b) The fund's objective is to achieve superior risk-adjusted total returns by investing primarily in public and private non-investment grade and nonrated debt securities. Securities and other instruments acquired by the Fund may include all types of debt obligations consisting primarily of public and private non-investment grade and nonrated debt, convertible bonds, preferred stock, bank debt, middle market loans and notes, trade claims, liquidating trusts, assignments, options swaps and any other securities with fixed-income characteristics, including, without limitation, debentures, notes deferred interest, pay-in-kind or zero coupon bonds, mortgages and mortgage-backed securities, collateralized mortgage obligations, other real-estate related instruments. The fund may also acquire common or preferred stock, warrants to purchase common or preferred stock, and any other equity interests.

- (c) This category consists of several private equity funds some of which invest in other limited partnerships which make equity-oriented investments in young, growing or emerging companies or entities. Additionally, the funds can invest in limited partnerships or other pooled investment vehicles which, in turn, make investments in management buy-in, management buy-out, leveraged buy-out, mezzanine, special situation and recapitalization transactions or other partnerships either directly or purchased in the secondary market, as well as investments in mezzanine, distressed and venture debt. These funds invest in a wide range of industries primarily in the United States. These investments cannot be redeemed. Instead, distributions are received when the underlying assets of the funds are liquidated.

6. PLAN TERMINATION:

Although it has not expressed any intent to do so, the Sponsor has the right to terminate the Plan subject to the provisions of ERISA. In the event of a termination, the net assets of the Plan will be distributed to the participants in order of priority determined in accordance with ERISA and its applicable regulations, and the Plan document.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation ("PBGC") if the Plan terminates. Generally, the PBGC guarantees most vested, normal-age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid, and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the existing assets and the PBGC guaranty, while other benefits may not be provided for at all.

7. TAX STATUS:

The Internal Revenue Service has determined and informed the Sponsor by a letter dated March 11, 2008, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter. However, the plan administrator and the Plan's counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

The Plan adopted the new standard for *Accounting for Uncertainty in Income Taxes* on January 1, 2009. The standard clarifies the accounting and recognition for income tax positions taken or expected to be taken by the Plan. The plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and has no income subject to income tax. Therefore, no provision for income taxes has been included in the Plan's financial statements. The Plan's annual filings are subject to audit by various authorities. The Plan's open audit periods are 2006 – 2009. The Plan believes its estimates are appropriate based on current facts and circumstances.

8. RISKS AND UNCERTAINTIES:

The Plan invests in various investment securities. Investments, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the value of investments will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

NewPage Retirement Plan for Bargained F
EIN #05-06
Schedule H, Part IV, Item 4i - Schedule of Assets (Hel
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(a) (b)	(c)	(d)
<u>Description of Investment</u>	<u>Shares</u>	<u>Cost</u>
* Northern Trust Company NewPage Directed Retirement Trust	N/A	\$ 585,025,488

* Party-in-interest
N/A - Not applicable to master trust

Schedule SB, Line 25
Change in Method
as of January 1, 2009

The following method changes were made as part of this valuation:

- The valuation software used to produce the actuarial information submitted on this schedule has been refined to reflect evolving understanding of PPA requirements, and such modifications may be considered to be a method change. The percentage changes in funding target, target normal cost and plan assets due to the refinements in the software are each less than 2% (disregarding the effects of any changes that are automatically approved under final IRC 430 regulations), and the modifications to the software were designed to produce results no less accurate than the results produced by the software prior to the change. Therefore the change in funding method due to a change in valuation software receives automatic approval under IRS Announcement 2010-3.
- The asset method was changed from market value to a smoothed value.
- Anticipated plan-related expenses were included in the target normal cost.
- The interest rate look-back month was changed from November to October and the yield curve was changed from the three-segment rates to the full yield curve.

Plan Name:	NewPage Retirement Plan for Bargained Hourly Employees
EIN / PN:	05-061656 / 002
Plan Sponsor:	NewPage Corporation
Valuation Date:	January 1, 2009

Schedule SB, Line 26 **Schedule of Active Participant Data as of January 1, 2009**

Attained Age	Attained Years of Credited Service and Number													Total
	0	1	2	3	4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Over	
Under 25	18	17	9	3	0	0	0	0	0	0	0	0	0	47
25-29	25	29	26	7	6	7	0	0	0	0	0	0	0	100
30-34	19	20	25	16	8	59	50	0	0	0	0	0	0	197
35-39	15	28	14	16	12	71	130	71	5	0	0	0	0	362
40-44	14	29	23	9	8	54	157	220	114	14	0	0	0	642
45-49	13	19	14	10	3	56	138	205	282	311	71	1	0	1,123
50-54	16	19	7	7	4	32	82	124	178	272	364	93	0	1,198
55-59	11	7	4	1	0	7	42	62	116	169	178	222	20	839
60-64	0	0	0	1	0	2	9	14	33	55	37	156	43	350
65-69	0	0	0	0	0	0	3	0	2	1	3	4	5	18
70 & over	0	0	0	0	0	0	0	0	0	0	0	1	0	1
Total	131	168	122	70	41	288	611	696	730	822	853	477	68	4,877
Average:	Age	49	Number of Participants:				Fully vested	4,421	Males	4,189				
	Service	21					Partially vested	0	Females	708				
Census data as of January 1, 2009														

Census data as of January 1, 2009

Plan Name: NewPage Retirement Plan for Bargained Hourly Employees
 EIN / PN: 05-0616156 / 002
 Plan Sponsor: NewPage Corporation
 Valuation Date: January 1, 2009

Schedule SB, Line 22

Description of Weighted Average Retirement Age

See attachment to Part V for retirement rates. The average retirement age for Line 22 was calculated by creating a hypothetical life table with retirement as the only decrement, and then computing the average retirement age for the table.

x	q _x ¹	l _x	Legacy Mead				Legacy Westvaco				Central Wisconsin			
			$x \cdot q_x = l_x / l_0$	$q_x^* l_x / l_0$	$x \cdot q_x^* l_x / l_0$	$q_x^{**} l_x / l_0$	$x \cdot q_x = l_x / l_0$	$q_x^* l_x / l_0$	$x \cdot q_x^* l_x / l_0$	$q_x^{**} l_x / l_0$	$x \cdot q_x = l_x / l_0$	$q_x^* l_x / l_0$	$x \cdot q_x^* l_x / l_0$	$q_x^{**} l_x / l_0$
55	0.07	1,000,000	1.000000	0.070000	3.850000	0.05	1.000000	0.050000	2.750000	0.03	1.000,000	1.000000	1.650000	1.650000
56	0.07	930,000	0.930000	0.065100	3.645600	0.05	950,000	0.047500	2.860000	0.03	870,000	0.970000	0.029100	1.629600
57	0.07	864,900	0.864900	0.060543	3.450951	0.05	902,500	0.045125	2.572125	0.03	840,900	0.840900	0.028227	1.608939
58	0.10	804,357	0.804357	0.080436	4.665271	0.05	857,375	0.042689	2.465368	0.04	912,673	0.912673	0.031944	1.852726
59	0.10	723,921	0.723921	0.072392	4.271136	0.05	814,506	0.040725	2.402793	0.07	880,729	0.880729	0.061651	3.637413
60	0.15	651,529	0.651529	0.097729	5.863763	0.10	773,781	0.077378	4.642666	0.10	819,078	0.819078	0.081908	4.914470
61	0.15	553,800	0.553800	0.083070	5.087268	0.10	696,403	0.069640	4.248067	0.18	737,171	0.737171	0.132691	8.094133
62	0.55	470,730	0.470730	0.268901	16.051887	0.50	626,763	0.626763	19.429639	0.55	604,480	0.604480	0.332464	20.612763
63	0.30	211,828	0.211828	0.063549	4.003657	0.30	313,381	0.084014	5.922906	0.45	272,016	0.272016	0.122407	7.711662
64	0.35	148,280	0.148280	0.051698	3.321470	0.20	219,367	0.043673	2.807696	0.38	148,609	0.148609	0.056851	3.638485
65	0.50	96,382	0.096382	0.048191	3.132413	0.50	175,494	0.087747	5.703539	1.00	92,757	0.092757	0.082757	6.029233
66	0.30	48,191	0.048191	0.014457	0.954181	0.20	87,747	0.017549	1.158257	1.00	0	0.000000	0.000000	0.000000
67	0.15	33,734	0.033734	0.005060	0.339023	0.20	70,197	0.014039	0.940645	1.00	0	0.000000	0.000000	0.000000
68	0.20	28,674	0.028674	0.005735	0.389961	0.20	56,158	0.011232	0.763748	1.00	0	0.000000	0.000000	0.000000
69	0.25	22,939	0.022939	0.005735	0.389961	0.20	44,926	0.008985	0.619983	1.00	0	0.000000	0.000000	0.000000
70	1.00	17,204	0.017204	0.017204	1.204292	1.00	35,941	0.035941	2.515875	1.00	0	0.000000	0.000000	0.000000
Average age at retirement			60.606469				61.624539				61.379413			
Weight			36%				23%				41%			
Rounded for Schedule SB item 22			61											

Plan Name: NewPage Retirement Plan for Bargained Hourly Employees
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 Plan Sponsor: NewPage Corporation
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Schedule SB, Line 13
Explanation of Discrepancy in Funding Standard Carryover Balance

As of December 31, 2008, the NPWSI Pension Plan for Union Members plan was merged into the NewPage Retirement Plan for Bargained Hourly Employees. The amounts entered in the schedule for lines 7 through 12 are based on the information for the NewPage Retirement Plan for Bargained Hourly Employees prior to the merger date. The information for lines 7 through 12 for the NPWSI Pension Plan for Union Members is displayed in the chart below.

As the plans were merged on December 31, 2008, line 13, the beginning of year balance, shows the combined amount for the two merged plans.

Line	NPWSI Pension Plan for Union Members	NewPage Retirement Plan for Bargained Hourly Employees	Total
	(a) Carryover balance	(a) Carryover balance	(a) Carryover balance
7	38,446,037	1,627,977	
8	6,358,378	0	
9	32,087,659	1,627,977	
10	(6,839,805)	(347,020)	
11a	N/A	N/A	
11b	N/A	N/A	
11c	N/A	N/A	
11d	N/A	N/A	
12	0	0	
13	25,247,854	1,280,957	26,528,811

Plan Name: NewPage Retirement Plan for Bargained Hourly Employees
 EIN / PN: 05-0616156 / 002
 Plan Sponsor: NewPage Corporation
 Valuation Date: January 1, 2009

Schedule SB, Part V
Summary of Principal Plan Provisions

Plan Sponsor NewPage Corporation
EIN/PN 05-0616156 / 002
Plan Name NewPage Retirement Plan for Bargained Hourly Employees

Eligibility

Employees to whom the Plan has been extended through collective bargaining agreement between NewPage Corporation and a collective bargaining representative, according to the following schedule:

Location	Plan Eligibility
Luke Paper Company	Immediate upon hire
Wickliffe Paper Company	Immediate upon hire
Chillicothe Paper Company	1 year of Vesting Service
Escanaba Paper Company	1 year of Vesting Service
Rumford Paper Company	Immediate upon hire
Central Wisconsin	1 year of Vesting Service

Normal Retirement

Normal Retirement Age: 65.

Benefit Amount: If the participant has been a member of the plan continuously since first eligible, an annual amount determined at Normal Retirement Date and equal to:

Plan Name: NewPage Retirement Plan for Bargained Hourly Employees
EIN / PN: 05-0616156 / 002
Plan Sponsor: NewPage Corporation
Valuation Date: January 1, 2009

Schedule SB, Part V
Summary of Principal Plan Provisions (cont.)

1) Benefits for Luke Paper Company employees covered by USW and IBEW:

Retirement/Termination Date	Annual Flat Dollar Amount
Before April 1, 2006	\$480
On or after March 31, 2006, but before April 1, 2007	492
On or after March 31, 2007, but before April 1, 2008	504
On or after March 31, 2008, but before April 1, 2009	516

2) Benefits for Wickliffe Paper Company employees:

Retirement/Termination Date	Annual Flat Dollar Amount
Before April 1, 2006	\$480
On or after April 1, 2006, but before April 1, 2007	492
On or after April 1, 2007, but before April 1, 2008	504
On or after April 1, 2008, but before April 1, 2009	516
On or after April 1, 2009, but before April 1, 2010	528
On or after April 1, 2010, but before April 1, 2011	540

3) Benefits for Chillicothe Paper Company employees covered by USW Local 9588:

Retirement/Termination Date	Annual Flat Dollar Amount
Before August 1, 2005	\$462
On or after August 1, 2006	474

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 Valuation Date: January 1, 2009

Schedule SB, Part V
Summary of Principal Plan Provisions (cont.)

4) Benefits for Escabana Paper Company employees covered by USW and IBEW:

Retirement/Termination Date	Annual Flat Dollar Amount
Before January 1, 2006	\$444
On or after January 1, 2006, but before January 1, 2007	456
On or after January 1, 2007, but before January 1, 2008	480
On or after January 1, 2008	492

5) Benefits for Escabana Paper Company employees covered by the Teamsters Union:

Retirement/Termination Date	Annual Flat Dollar Amount
Before January 1, 2006	\$480
On or after January 1, 2006, but before January 1, 2007	504
On or after January 1, 2007	528

6) Benefits for Escabana Paper Company employees covered by Woodlands Greenhouse:

An annual flat dollar amount of \$96 per years of service, but not less than 1.25% of monthly earnings for each year of service prior to May 1, 2008.

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Schedule SB, Part V
Summary of Principal Plan Provisions (cont.)

7) Benefits for Rumford Paper Company employees covered by USW:

Retirement/Termination Date	Annual Flat Dollar Amount
Before July 1, 2005	\$432
On or after July 1, 2005, but before July 1, 2006	456
On or after July 1, 2006, but before July 1, 2007	480
On or after July 1, 2007, but before July 1, 2008	492
On or after July 1, 2008, but before July 1, 2009	504
On or after July 1, 2009	522

8) Benefits for Central Wisconsin employees who retire or terminate on or before May 1, 1999:

- 1% of all earnings, if any, from date of participation until December 31, 1956; plus
- 1-1/8% of the first \$6,400 of earnings in each year (to a maximum of 35 years) commencing with the later of (a) the participation date or (b) 1/1/57; plus
- 1-1/2% of earnings in the period described in (2) above, which are in excess of \$6,400 per year; plus
- 1-1/2% of earnings in the period that exceeds the 35-year period described in (2) above, provided that the total amount shall be subject to a minimum equal to \$360 multiplied by the total years of credited service.

9) Benefits for Central Wisconsin employees who retire or terminate after May 1, 1999:

If covered by USW:

Prior to April 1, 2007, the USW pension has been calculated as the greater of two formulas. The career earnings formula multiplies the total career earnings by 1.5%. The flat dollar formula multiplies the years of pension service by a dollar amount adjusted as agreed to in collective bargaining agreement:

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 Plan Sponsor: NewPage Corporation
 Valuation Date: January 1, 2009

Schedule SB, Part V
Summary of Principal Plan Provisions (cont.)

Retirement/Termination Date	Annual Flat Dollar Amount
On or after May 1, 1999 but before May 1, 2000	\$384
On or after May 1, 2000 but before May 1, 2001	408
On or after May 1, 2001 but before May 1, 2002	432
On or after May 1, 2002 but before May 1, 2003	456
On or after May 1, 2003 but before May 1, 2004	468
On or after May 1, 2004 but before April 1, 2007	480
On or after April 1, 2007	660

Effective April 1, 2007, the pension benefit became \$55 per month times total service, but will never be less than the benefit under the career earnings formula as of March 31, 2006, plus \$55 per month, for service after April 1, 2007.

If covered by OPEIU:

Effective January 1, 2007, the OPEIU pension benefit will be the flat dollar formula (amount below times years of credited service), but will never be less than the benefit earned under career earnings formula as of December 31, 2006 (1.5% of December 31, 2006 career earnings) plus the flat dollar formula for credited service after January 1, 2007.

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 Plan Sponsor: NewPage Corporation
 Valuation Date: January 1, 2009

Schedule SB, Part V
Summary of Principal Plan Provisions (cont.)

Retirement/Termination Date	Annual Flat Dollar Amount
On or after May 1, 1999 but before May 1, 2000	\$384
On or after May 1, 2000 but before May 1, 2001	408
On or after May 1, 2001 but before May 1, 2002	432
On or after May 1, 2002 but before May 1, 2003	456
On or after May 1, 2003 but before May 1, 2004	480
On or after May 1, 2004 but before May 1, 2007	504
On or after May 1, 2007 but before May 1, 2008	510
On or after May 1, 2008	516

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Schedule SB, Part V
Summary of Principal Plan Provisions (cont.)

If covered by IBEW:

The final average earnings formula is the sum of:

- 1.125% of the 36-year final average earnings up to \$6,400, plus
- 1.5% of the 36-year final average earnings in excess of \$6,400, multiplied by years of credited service for the first 35 calendar years as a member of the plan, plus
- 1.5% of average annual earnings for every additional year as a member of the plan after 35 calendar years.

The total amount shall be subject to a minimum flat dollar amount multiplied by the total years of credited service as follows:

Retirement/Termination Date	Annual Flat Dollar Amount
On or after May 1, 1999 but before May 1, 2000	\$384
On or after May 1, 2000 but before May 1, 2001	408
On or after May 1, 2001 but before May 1, 2002	432
On or after May 1, 2002 but before May 1, 2003	456
On or after May 1, 2003 but before May 1, 2004	468
On or after May 1, 2004 but before March 7, 2007	480
On or after March 7, 2007	600

Effective May 31, 2007, the benefit under the final average earnings formula was frozen. The bargaining agreement specifies that the final average benefit formula was frozen at a level at least as great as the career average formula for IAM/UAJ employees. The IAM/UAJ career average formula was 1.5% of career earnings, plus a supplemental benefit of \$3 per month times years of pension service. For service prior to June 1, 2007, the benefit will either be the final average formula (or the

Plan Name: NewPage Retirement Plan for Bargained Hourly Employees
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Schedule SB, Part V
Summary of Principal Plan Provisions (cont.)

IAM/UAJ career average formula) or the \$50 flat pension, whichever is greater. For service after June 1, 2007 the pension benefit will be \$50 per month times service after May 31, 2007.

If covered by IAM or UAJ:

The flat dollar formula multiplies the years of pension service by a dollar amount adjusted as agreed to in the collective bargaining agreement. Effective March 12, 2007, the flat dollar formula increased to \$50 per month times total service.

The career earnings formula is equal to 1.5% of the career earnings.

The supplemental benefit is an amount per month multiplied by the years of pension service, as follows:

Retirement/Termination Date	Annual Flat Dollar Amount
On or after May 1, 1999 but before May 1, 2000	\$1
On or after May 1, 2000 but before May 1, 2001	2
On or after May 1, 2001 but before May 31, 2007	3

Effective May 31, 2007, the benefit under the career earnings formula was frozen. Beginning June 1, 2007, the pension benefit became \$50 per month times total service, but will never be less than the benefit earned under the prior pension formula as of May 31, 2007, plus \$50 per month of service after May 31, 2007.

10) Benefits for Niagara Mill Employees those who retire or terminate after January 1, 2001:

Effective September 30, 2007, the Niagara pension benefit will be the greater of:

- The flat dollar formula (amount below times years of credited service)
- The benefit earned under career earnings formula as of January 31, 2005 (1.5% of January 31, 2005 career earnings, if hired after 7/1/1995 and over age 40 as of February 1, 2004) plus the

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Schedule SB, Part V
Summary of Principal Plan Provisions (cont.)

benefit earned under career earnings formula as of September 30, 2007 (1.2% of career earnings from February 1, 2005 through September 30, 2007) plus the flat dollar formula for credited service after September 30, 2007.

Retirement/Termination Date	Annual Flat Dollar Amount
On or after February 1, 2001 but before February 1, 2002	\$396
On or after February 1, 2002 but before February 1, 2003	420
On or after February 1, 2003	432
On or after February 1, 2005	468
On or after February 1, 2007	480
On or after February 1, 2008	492
On or after February 1, 2009	528
On or after June 21, 2009 (date of closure of Niagara mill)	N/A

Early retirement

Eligibility:

- Age 55 and 5 years of Vesting Service for Luke, Wickliffe and Rumford locations,
- Age 55 and 1 year of Vesting Service for Chillicothe and Escanaba locations,
- Age 55 and 10 years of Vesting Service for Central Wisconsin.

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Schedule SB, Part V

Summary of Principal Plan Provisions (cont.)

Benefit Amount:

Accrued Normal Retirement Amount, based on service and earnings to early retirement date, reduced by:

- For Luke and Wickliffe: unreduced if age 62 or age 55 with 20 years of Vesting Service; otherwise reduced by $\frac{1}{4}$ of 1% for the first 36 months and $\frac{1}{2}$ of 1% for each subsequent month preceding Normal Retirement Age
- For Rumford: $\frac{3}{10}$ of 1% for 36 months and $\frac{5}{12}$ of 1% for the next 84 months preceding Normal Retirement Age
- For Escanaba (USW, IBEW and Teamsters): unreduced at age 62 with 30 years of Vesting Service; otherwise reduced as follows:

Sum of Age & Vesting Service	Reduction Factor per month preceding Normal Retirement Age
92 or more	2/12 of 1%
90 or 91	3/12 of 1%
88 or 89	4/12 of 1%
Less than 88	5/12 of 1%

- For Escanaba (Woodlands Greenhouse): 5/12 of 1% preceding Normal Retirement Age
- For Central Wisconsin and Niagara: $\frac{1}{3}$ of 1%, ($\frac{3}{8}$ of 1% or 0.375% for Niagara effective February 1, 2005, OPEIU effective January 1, 2007, USW effective April 1, 2007, and IBEW, IAM and UAJ effective June 1, 2007) thereof for each month, by which the early retirement date precedes the end of the month in which the participant is expected to attain age 62.

Disability retirement

Eligibility:

Total and permanent disability incurred after having completed 10 or more years of service (1 year of Vesting Service for Chillicothe, Escanaba and Rumford) and for Central Wisconsin only, before age 65.

Plan Name: NewPage Retirement Plan for Bargained Hourly Employees
 EIN / PN: 05-0616156 / 002
 Plan Sponsor: NewPage Corporation
 Valuation Date: January 1, 2009

Schedule SB, Part V
Summary of Principal Plan Provisions (cont.)

Benefit Amount by location:

- For Luke and Wickliffe: unreduced retirement benefit
- For Chillicothe (PACE Local 731 and OPEIU Local 422): unreduced retirement benefit if more than 10 years of Vesting Service, otherwise same reduction as for early retirement for the first 10 years preceding Normal Retirement Age and ½ of 1% per month thereafter. In no event shall this benefit be less than \$250 per month.
- For Chillicothe (PACE Local 988): unreduced retirement benefit if more than 10 years of Vesting Service, otherwise 5/12 of 1% per month preceding Normal Retirement Age. In no event shall this benefit be less than \$250 per month.
- For Escanaba (USW, IBEW and Teamsters): unreduced retirement benefit if more than 15 years of Vesting Service, otherwise same reduction as for early retirement for the first 10 years preceding Normal Retirement Age and ½ of 1% per month thereafter. In no event shall this benefit be less than \$210 per month.
- For Escanaba (Woodlands Greenhouse): unreduced retirement benefit if more than 10 years of Vesting Service, otherwise 5/12 of 1% per month preceding Normal Retirement Age. In no event shall this benefit be less than \$210 per month.
- For Rumford: unreduced if more than 15 years of Vesting Service, and same as early retirement reduction factors for each of the 120 months preceding Normal Retirement Age
- For Central Wisconsin and Niagara: a monthly amount equal to \$30 times years of service to disability retirement date (double such amount for any month prior to age 65 when not entitled to DIB). If employee survives disabled until age 65, benefit payable thereafter is determined as for normal retirement based on service and earnings to disability retirement date.

Deferred Vested Retirement Benefit

Eligibility:

Termination of employment after completing 5 years of service and before eligibility for retirement.

Benefit Amount:

Computed as for Normal Retirement based on earnings and service to date employment is terminated.
Earlier commencement of actuarially reduced amount permitted after employee's age 55.

Plan Name: NewPage Retirement Plan for Bargained Hourly Employees
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Valuation Date: January 1, 2009

Schedule SB, Part V
Summary of Principal Plan Provisions (cont.)

Service

A member's number of years of service for eligibility purposes equals the number of full years of service. If in the member's first or final year, 1,000 hours or more are worked, the year of employment will be considered to be a full year of employment.

For purposes of benefit service, the portion of service in excess of a full year will count as completed months of service.

Normal Form of payment

Joint and 50% Surviving Spouse form applies unless no eligible spouse or employee, or with spousal consent, elects out; amounts described above are expressed in terms of a life only annuity before the reduction which applies if the joint life form is applicable.

Optional Forms of Payment

In lieu of the normal amount and form of retirement benefit, a participant may elect to receive a retirement income of actuarial equivalent value in one of the following forms:

- 1) 25%, 50%, 66-2/3%, 75% or 100% Joint and Survivor Annuity. A smaller benefit payable during the participant's own life so that after the participant's death, the respective percent, at the election of the participant, may be paid for life to a surviving spouse.
- 2) Period Certain Annuity (60 months, 120 months, 180 months or 240 months). A smaller benefit payable during the participant's own life, and, if the participant dies within a period specified by the participant (such period to commence on the participant's Normal, Early or Late Retirement Date), a continuing payment of the same amount to the participant's beneficiary for the balance of the specified period.
- 3) Annuity and Cash Balance
- 4) Social Security Adjustment Annuity
- 5) Increasing Annuity
- 6) Lump Sum Payment. A single sum amount that is equal to the accumulated benefit and is available for Chillicothe and Escanaba locations only.

Plan Name: NewPage Retirement Plan for Bargained Hourly Employees
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Valuation Date: January 1, 2009

Schedule SB, Part V
Summary of Principal Plan Provisions (cont.)

Mandatory Lump Sum Cashouts

Benefits with an actuarial present value of less than \$5,000 are paid by the Plan committee in the form of a lump sum without the participant's consent.

Death Benefits

Preretirement surviving spouse benefit provided in respect of any participant who dies after having completed 5 or more years of service and who is survived by a spouse to whom he had been married for at least one full year prior to death.

1) If the participant dies before age 55:

Monthly amount is the amount payable if participant had terminated employment just prior to death (unless already in deferred vested status) and had commenced receiving benefits on the Joint and 50% Surviving Spouse form at the first eligible date. For Central Wisconsin participants, the minimum benefit with respect to active participants who die after eligible for early retirement (but before normal retirement date) is \$30 multiplied by participant's total years of credited service at date of death.

2) If the participant dies after attaining age 55:

- For Chillicothe, Escanaba and Rumford employees: Monthly amount is the amount payable if participant had terminated employment just prior to death (unless already in deferred vested status) and had commenced receiving benefits on the Joint and 75% Surviving Spouse form at the first eligible date. The benefit form for Rumford employees who have attained age 60 is Joint and 100% Surviving Spouse.
- For Luke and Wickliffe employees: Monthly amount is the amount payable if participant had terminated employment just prior to death (unless already in deferred vested status) and had commenced receiving benefits on the Joint and 50% Surviving Spouse form at the first eligible date.

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Valuation Date: January 1, 2009

Schedule SB, Part V
Summary of Principal Plan Provisions (cont.)

Refunds

In event of termination prior to eligibility for vesting or of death with no spouse's benefits payable, employee's prior contributions, if any, with interest, are refunded to participant or beneficiary, as applicable.

Changes in plan provisions since last actuarial valuation

There were no changes to the plan provisions since January 1, 2008. As of December 31, 2008, the NewPage North and South Bargained Hourly Plans were merged.

Plan Name: NewPage Retirement Plan for Bargained Hourly Employees
EIN / PN: 05-0616156 / 002
Plan Sponsor: NewPage Corporation
Valuation Date: January 1, 2009

Schedule SB, Part V
Statement of Actuarial Assumptions and Methods

Plan Sponsor	NewPage Corporation
EIN/PN	05-0616156 / 002
Plan Name	NewPage Retirement Plan for Bargained Hourly Employees
Discount rates	Current plan year PPA effective interest rate: 8.170%
	Full Yield Curve
	Applicable month: October

Assumed cost of living adjustments

None.

Inclusion date

The valuation date coincident with or next following the date on which the employee becomes a participant.

Administrative expenses

Based on estimates provided by Scott Coffman at NewPage Corporation, \$1,000,000 was assumed to be paid from the plan assets for administrative expenses.

Mortality

For non-disabled participants: the prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants.

For disabled participants: mortality in accordance with Revenue Ruling 96-7.

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Plan Sponsor:	NewPage Corporation
Valuation Date:	January 1, 2009

Schedule SB, Part V
Statement of Actuarial Assumptions and Methods (cont.)

Retirement Rates

For purposes of determining the Funding Target and Target Normal Cost (both disregarding at-risk assumptions), the rates at which participants retire by age and gender are shown below.

Attained Age	Annual Retirements Per 100 Participants (Legacy Mead)	Annual Retirements Per 100 Participants (Legacy Westvaco)	Annual Retirements Per 100 Participants (Central Wisconsin)
55	7.0	5.0	3.0
56	7.0	5.0	3.0
57	7.0	5.0	3.0
58	10.0	5.0	3.5
59	10.0	5.0	7.0
60	15.0	10.0	10.0
61	15.0	10.0	18.0
62	55.0	50.0	55.0
63	30.0	30.0	45.0
64	35.0	20.0	38.0
65	50.0	50.0	100.0
66	30.0	20.0	100.0
67	15.0	20.0	100.0
68	20.0	20.0	100.0
69	25.0	20.0	100.0
70 and Over	100.0	100.0	100.0

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Schedule SB, Part V
Statement of Actuarial Assumptions and Methods (cont.)

Representative Disability Rates

It is assumed participants will become disabled according to the following probabilities:

Attained Age	Annual Disablements Per 100 Participants (Non-Central Wisconsin Males)	Annual Disablements Per 100 Participants (Non-Central Wisconsin Females)	Annual Disablements Per 100 Participants (Central Wisconsin)
20	.000	.000	.060
25	.040	.050	.060
30	.040	.060	.060
35	.050	.100	.075
40	.110	.180	.145
45	.220	.340	.275
50	.460	.560	.480
55	.960	.890	.870
60	1.610	1.270	1.675

Compensation increases

Since future benefit accruals are not pay-related, there are no assumed compensation increases.

Future increases in Social Security

Not applicable.

Future increases in maximum benefits and plan compensation limitations

Accrued benefits projected to be paid in future years are limited to the maximum presently allowed under IRC Section 415. Plan compensation is limited to the maximum presently allowed under IRC Section 401(a)(17). No provision is made for future increases in the maximum annual benefit or compensation limit.

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Schedule SB, Part V
Statement of Actuarial Assumptions and Methods (cont.)

Representative termination rates (per 100 employees) not due to disability, retirement or mortality

Attained Age	Annual Termination Rates Per 100 Participants (Non-Central Wisconsin, more than 5 years of service)	Annual Termination Rates Per 100 Participants (Central Wisconsin)
20	0.0	15.0
25	9.4	10.0
30	7.8	7.0
35	6.4	5.0
40	5.4	3.0
45	4.4	2.0
50	3.4	1.0
54	3.4	0.2
55 and over	0.0	0.0

Service	Annual Termination Rates Per 100 Participants (Non-Central Wisconsin, Less than 5 year off service)
1	20
2	15
3	12
4	10
5	10

Form of payment

Active participants of Central Wisconsin and non-legacy Mead locations are assumed to elect the life only form of payment. 90% of those eligible for the lump sum option were assumed to elect the lump sum form of payment (Legacy Mead – Chillicothe and Escanaba).

Marriage

For purposes of valuing the pre-retirement surviving spouse's benefit, 90% for NewPage North and 80% for NewPage South of eligible participants are assumed to be married and male spouses are assumed to be 3 years older than female spouses.

Employees

It was assumed that there will be no new or rehired employees.

Plan Name: NewPage Retirement Plan for Bargained Hourly Employees
 EIN / PN: 05-0616156 / 002
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 Valuation Date: January 1, 2009

Schedule SB, Part V

Statement of Actuarial Assumptions and Methods (cont.)

Asset method

Under this method, the valuation assets are equal to the average of three values (all determined without regard to receivable contributions), the result increased by the discounted present value of contributions expected to be made after the valuation date based on the prior plan year PPA effective interest rate. This amount is then subject to a 10% corridor around the market value of assets (including the discounted present value of receivable contributions) as of the valuation date. The three values used to develop the average value are: the market value of assets as of the current valuation date, the adjusted market value of assets as of the prior valuation date and the adjusted market value of assets as of the second prior valuation date. The adjusted market value as of a relevant valuation date is equal to the market value of assets as of the prior valuation date increased by actual plan contributions and assumed return on plan assets and decreased by actual plan disbursements after that date until the current valuation date. The assumed rate of return on plan assets for the prior plan year (pursuant to IRS Notice 2009-22) was 6.00%, which is the lesser of the anticipated rate of return on assets for the plan year, equal to 6.00%, and the applicable limitation for the plan year, equal to 6.40%. The assumed rate of rate return on plan assets for the second prior plan year (pursuant to IRS Notice 2009-22) was 6.00%, which is the lesser of the anticipated rate of return on assets for the plan year, equal to 6.00%, and the applicable limitation for the plan year, equal to 6.09%. The algebraically equivalent development of this method (pursuant to IRS Notice 2009-22) is shown in Section 2.4. Because expected investment returns under this method are limited under WRERA, over time it is more likely to produce an actuarial value that is expected to be less than the market value of assets.

Participant data

NewPage Corporation and Aon provided employee data as of January 1, 2009. We have not independently verified the accuracy or completeness of the data or information provided, but we have performed limited checks for reasonableness.

Asset data was provided by NewPage Corporation.

Tax policy

The actuarial valuation performed for the plan year ending December 31, 2009 is used to determine the maximum deductible contribution for the tax year ending December 31, 2009.

Benefits not included in valuation

None.

Nature of actuarial calculations

The results documented in this report are estimates based on data that may be imperfect and on assumptions about future events. Certain plan provisions may be approximated or deemed insignificant and therefore are not valued. Assumptions may be made about participant data or other factors. Reasonable

Plan Name:	NewPage Retirement Plan for Bargained Hourly Employees
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Plan Sponsor:	NewPage Corporation
Valuation Date:	January 1, 2009

Schedule SB, Part V
Statement of Actuarial Assumptions and Methods (cont.)

efforts were made in this valuation to ensure that items that are significant in the context of the actuarial liabilities or costs are treated appropriately, and not excluded or included inappropriately.

A range of results, different from those presented in this report could be considered reasonable. The numbers are not rounded, but this is for convenience only and should not imply precision, which is not inherent in actuarial calculations.

The assumptions selected for this valuation other than those prescribed by law, generally reflect long-term average expectations. If overall future plan experience is less favorable than assumed, the relative level of plan costs or contribution requirements determined in this valuation will likely increase in future valuations. Future actuarial measurements may differ significantly from the current measurements presented in this report due to such factors as the following: plan experience differing from that anticipated by the economic or demographic assumptions; increases or decreases expected as part of the natural operation of the methodology used for the measurements (such as the end of an amortization period); and changes in plan provisions or applicable law. It is beyond the scope of this actuarial valuation to analyze the potential range of future pension contributions, but we can do so upon request.

Plan Name:	NewPage Retirement Plan for Bargained Hourly Employees
EIN / PN:	05-0616156 / 002
Plan Sponsor:	NewPage Corporation
Valuation Date:	January 1, 2009

SCHEDULE SB ATTACHMENTS

Statement by Enrolled Actuary

Plan Sponsor	NewPage Corporation
EIN/PN	05-0616156 / 002
Plan Name	NewPage Retirement Plan for Bargained Hourly Employees
Valuation Date	January 1, 2009
Enrolled Actuary	Paul P. Gajdel
Enrollment Number	08-05468

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

NewPage Retirement Plan for Bargained Hourly Employees
Statements of Net Assets Available for Benefits
December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Assets:		
Investment in master trust - at fair value	\$ 595,826,821	\$ 524,172,427
Liabilities:		
Accounts payable	<u>14,857</u>	<u>136,683</u>
Net assets available for benefits	<u>\$ 595,811,964</u>	<u>\$ 524,035,744</u>

See accompanying notes to financial statements.

Newpage Retirement Plan for Bargained Hourly Employees
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Additions:		
Investment earnings (losses)	\$ 107,766,165	\$ (60,897,600)
Investment expense	<u>-</u>	<u>(484,576)</u>
Net investment earnings (losses)	107,766,165	(61,382,176)
Deductions:		
Benefits paid to participants	35,410,861	14,292,014
Administrative expenses	<u>579,084</u>	<u>883,363</u>
	<u>35,989,945</u>	<u>15,175,377</u>
Net increase (decrease)	71,776,220	(76,557,553)
Transfers from related plan	-	330,071,224
Net assets available for benefits:		
Beginning of year	<u>524,035,744</u>	<u>270,522,073</u>
End of year	<u>\$ 595,811,964</u>	<u>\$ 524,035,744</u>

See accompanying notes to financial statements.

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

▶ Round off amounts to nearest dollar.

▶ Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan NewPage Retirement Plan for Bargained Hourly Employees	B Three-digit plan number (PN) ▶	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF NewPage Corporation	D Employer Identification Number (EIN) 05-0616156	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2009</u>			
2 Assets:			
a Market value.....	2a		523,774,506
b Actuarial value.....	2b		576,151,957
3 Funding target/participant count breakdown		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	2,739	245,280,001
b For terminated vested participants.....	3b	1,611	32,551,833
c For active participants:			
(1) Non-vested benefits.....	3c(1)		33,431,556
(2) Vested benefits.....	3c(2)		233,715,032
(3) Total active.....	3c(3)	4,877	267,146,588
d Total.....	3d	9,227	544,978,422
4 If the plan is at-risk, check the box and complete items (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions.....	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor.....	4b		
5 Effective interest rate.....	5	8.17 %	
6 Target normal cost.....	6	10,618,788	

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	Paul Gajdel <i>PPG</i> Signature of actuary	<u>10/12/10</u> Date 08-05468 Most recent enrollment number (312) 525-2500 Telephone number (including area code)
Paul P. Gajdel Type or print name of actuary Towers Watson Delaware Inc. Firm name 191 North Wacker Drive Chicago Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see Instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	1,627,977	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9 Amount remaining (Item 7 minus item 8)	1,627,977	0
10 Interest on item 9 using prior year's actual return of <u>(21.32)</u> %	(347,020)	
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		0
b Interest on (a) using prior year's effective rate of <u>6.07</u> %		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Reduction in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	26,528,811	0

Part III Funding percentages

14 Funding target attainment percentage	14	100.85 %
15 Adjusted funding target attainment percentage	15	105.72 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	125.97 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ▶			18(b)	0	18(c) 0

19 Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contribution from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No
- b** If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No
- c** If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost**21** Discount rate:**a** Segment rates:1st segment:
%2nd segment:
%3rd segment:
%☒ N/A, full yield curve used**b** Applicable month (enter code)**21b**

3

22 Weighted average retirement age**22**

61

23 Mortality table(s) (see instructions)☐

Prescribed - combined

☒

Prescribed - separate

Substitute

Part VI Miscellaneous items**24** Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.☐ Yes☒ No**25** Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.☒ Yes☐ No**26** Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.☒ Yes☐ No**27** If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.**27****Part VII Reconciliation of unpaid minimum required contributions for prior years****28** Unpaid minimum required contribution for all prior years**28**

0

29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)**29**

0

30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)**30**

0

Part VIII Minimum required contribution for current year**31** Target normal cost, adjusted, if applicable (see instructions)**31**

5,974,064

32 Amortization installments:

Outstanding Balance

Installment

a Net shortfall amortization installment

0

0

b Waiver amortization installment

0

0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount**33****34** Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)**34**

5,974,064

35 Balances used to offset funding requirement

Carryover balance

Prefunding balance

Total balance

5,974,064

0

5,974,064

36 Additional cash requirement (item 34 minus item 35)**36**

0

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (item 19c)**37**

0

38 Interest-adjusted excess contributions for current year (see instructions)**38**

0

39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)**39**

0

40 Unpaid minimum required contribution for all years**40**

0

Plan Name	NEWPAGE RETIREMENT PLAN FOR BARGAINED HOURLY EMPLOYEES	EIN:	05-0616156
Plan Sponsor's Name	NEWPAGE CORPORATION	PN:	002

[illegible]