

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), 6057(b), 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 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
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 <u>NEWPAGE RETIREMENT SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>05/01/2005</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>05/01/2005</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>05/01/2005</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>NEWPAGE CORPORATION</u> <u>8540 GANDER CREEK DRIVE</u> <u>MIAMISBURG, OH 45342</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>05-0616156</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>877-855-7243</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>322100</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>05-0616156</u>	2c Sponsor's telephone number <u>877-855-7243</u>	2d Business code (see instructions) <u>322100</u>	
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2c Sponsor's telephone number <u>877-855-7243</u>					
2d Business code (see instructions) <u>322100</u>					

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. Signature of plan administrator	<u>10/11/2013</u> Date	<u>GLENN R. GRILL</u> 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	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
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
5 Total number of participants at the beginning of the plan year		5 7601
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	6043
b Retired or separated participants receiving benefits.....	6b	230
c Other retired or separated participants entitled to future benefits.....	6c	1170
d Subtotal. Add lines 6a , 6b , and 6c	6d	7443
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	52
f Total. Add lines 6d and 6e	6f	7495
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	7366
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	42
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2R 2S 2T 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics 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
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)

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
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan NEWPAGE RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶	001
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)
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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
JPMORGAN RETIREMENT PLAN SERVICES

71-0930784

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
JPMORGAN SECURITIES LLC

13-4110995

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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)

JPMORGAN SECURITIES LLC

13-4110995

(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?
33 50 59 71 26	NONE	9426	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

JPMORGAN RETIREMENT PLAN SERVICES

71-0930784

(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?
15 37 50 59 64	NONE	60625	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

JPMORGAN INSTITUTIONAL INVEST, INC.

13-4062153

(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?
26 50	NONE	316811	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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)

JPMORGAN CHASE BANK, NA

13-4994650

(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?
21 52	NONE	0	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

(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?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

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

(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?
			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
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(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.		
DODGE & COX STOCK ATTN TAX DEPARTMENT P.O BOX 8422 BOSTON, MA 02266	JANUARY 2012 TO DECEMBER 2012 10 BASIS POINTS	
(a) Enter service provider name as it appears on line 2 (b) Service Codes (see instructions) (c) Enter amount of indirect compensation		
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(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.		
T ROWE PRICE GROWTH STOCK 100 EAST PRATT STREET BALTIMORE, MD 21202	JANUARY 2012 TO DECEMBER 2012 15 BASIS POINTS	
(a) Enter service provider name as it appears on line 2 (b) Service Codes (see instructions) (c) Enter amount of indirect compensation		
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(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.		
JPMCB SMARTRETIREMENT 2025-C C/O JPMORGAN DISTRIBUTION SERVICES, 270 PARK AVENUE NEW YORK, NY 10017	MARCH 2012 TO MARCH 2012 17.5 BASIS POINTS	

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
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(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.
JPMCB SMARTRETIREMENT 2030-C C/O JPMORGAN DISTRIBUTION SERVICES, 270 PARK AVENUE NEW YORK, NY 10017	JANUARY 2012 TO FEBRUARY 2012 18 BASIS POINTS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(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.
JPMCB SMARTRETIREMENT 2030-C C/O JPMORGAN DISTRIBUTION SERVICES, 270 PARK AVENUE NEW YORK, NY 10017	MARCH 2012 TO MARCH 2012 17.5 BASIS POINTS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(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.
JPMCB SMARTRETIREMENT 2035-C C/O JPMORGAN DISTRIBUTION SERVICES, 270 PARK AVENUE NEW YORK, NY 10017	JANUARY 2012 TO FEBRUARY 2012 19 BASIS POINTS	

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
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(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.		
JPMCB SMARTRETIREMENT 2035-C C/O JPMORGAN DISTRIBUTION SERVICES, 270 PARK AVENUE NEW YORK, NY 10017	MARCH 2012 TO MARCH 2012 18.75 BASIS POINTS	
(a) Enter service provider name as it appears on line 2 (b) Service Codes (see instructions) (c) Enter amount of indirect compensation		
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(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.		
JPMCB SMARTRETIREMENT 2040-C C/O JPMORGAN DISTRIBUTION SERVICES, 270 PARK AVENUE NEW YORK, NY 10017	JANUARY 2012 TO FEBRUARY 2012 19 BASIS POINTS	
(a) Enter service provider name as it appears on line 2 (b) Service Codes (see instructions) (c) Enter amount of indirect compensation		
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(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.		
JPMCB SMARTRETIREMENT 2040-C C/O JPMORGAN DISTRIBUTION SERVICES, 270 PARK AVENUE NEW YORK, NY 10017	MARCH 2012 TO MARCH 2012 18.75 BASIS POINTS	

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
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(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.		
JPMCB SMARTRETIREMENT 2045-C C/O JPMORGAN DISTRIBUTION SERVICES, 270 PARK AVENUE NEW YORK, NY 10017	JANUARY 2012 TO FEBRUARY 2012 19 BASIS POINTS	
(a) Enter service provider name as it appears on line 2 (b) Service Codes (see instructions) (c) Enter amount of indirect compensation		
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(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.		
JPMCB SMARTRETIREMENT 2045-C C/O JPMORGAN DISTRIBUTION SERVICES, 270 PARK AVENUE NEW YORK, NY 10017	MARCH 2012 TO MARCH 2012 18.75 BASIS POINTS	
(a) Enter service provider name as it appears on line 2 (b) Service Codes (see instructions) (c) Enter amount of indirect compensation		
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(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.		
JPMCB SMARTRETIREMENT INCOME-C C/O JPMORGAN DISTRIBUTION SERVICES, 270 PARK AVENUE NEW YORK, NY 10017	JANUARY 2012 TO FEBRUARY 2012 20 BASIS POINTS	

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
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(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.
JPMCB SMARTRETIREMENT INCOME-C	C/O JPMORGAN DISTRIBUTION SERVICES, 270 PARK AVENUE NEW YORK, NY 10017	MARCH 2012 TO MARCH 2012 10 BASIS POINTS
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(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.
JPMCB SMARTRETIREMENT 2050-C	C/O JPMORGAN DISTRIBUTION SERVICES, 270 PARK AVENUE NEW YORK, NY 10017	JANUARY 2012 TO FEBRUARY 2012 19 BASIS POINTS
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(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.
AMERICAN FUNDS EUROPACIFIC GROWTH-R	P.O. BOX 6040 INDIANAPOLIS, IN 46206	JANUARY 2012 TO DECEMBER 2012 5 BASIS POINTS

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
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(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.		
ARTISAN SMALL CAP ATTN TAX DEPARTMENT P.O. BOX 8412 BOSTON, MA 02266	JANUARY 2012 TO DECEMBER 2012 35 BASIS POINTS	
(a) Enter service provider name as it appears on line 2		
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(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.		
JPMCB STABLE ASSET INCOME FUND-INST C/O JPMORGAN DISTRIBUTION SERVICES, 270 PARK AVENUE NEW YORK, NY 10017	JANUARY 2012 TO MARCH 2012 23 BASIS POINTS	
(a) Enter service provider name as it appears on line 2		
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(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.		
JPMCB STABLE ASSET INCOME FUND-F-15 C/O JPMORGAN DISTRIBUTION SERVICES, 270 PARK AVENUE NEW YORK, NY 10017	APRIL 2012 TO DECEMBER 2012 15 BASIS POINTS	

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
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(d) Enter name and EIN (address) of source of indirect compensation NEUBERGER BERMAN GENESIS-INST 605 THIRD AVENUE, 36TH FLOOR NEW YORK, NY 10158		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. JANUARY 2012 TO DECEMBER 2012 10 BASIS POINTS		
(a) Enter service provider name as it appears on line 2 J.P.MORGAN RETIREMENT PLAN SERVICES		
(b) Service Codes (see instructions) 59		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation SSGA US BOND INDEX SL-II ONE LINCOLN STREET BOSTON, MA 02111		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. JANUARY 2012 TO DECEMBER 2012 5 BASIS POINTS		
(a) Enter service provider name as it appears on line 2 J.P.MORGAN RETIREMENT PLAN SERVICES		
(b) Service Codes (see instructions) 59		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation JPMCB SMARTRETIREMENT 2010-C C/O JPMORGAN DISTRIBUTION SERVICES, 270 PARK AVENUE NEW YORK, NY 10017		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. JANUARY 2012 TO MARCH 2012 10 BASIS POINTS		

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
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(d) Enter name and EIN (address) of source of indirect compensation		
JPMCB SMARTRETIREMENT 2015-C C/O JPMORGAN DISTRIBUTION SERVICES, 270 PARK AVENUE NEW YORK, NY 10017		JANUARY 2012 TO FEBRUARY 2012 14 BASIS POINTS
(a) Enter service provider name as it appears on line 2		
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(d) Enter name and EIN (address) of source of indirect compensation		
JPMCB SMARTRETIREMENT 2015-C C/O JPMORGAN DISTRIBUTION SERVICES, 270 PARK AVENUE NEW YORK, NY 10017		MARCH 2012 TO MARCH 2012 13.75 BASIS POINTS
(a) Enter service provider name as it appears on line 2		
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(d) Enter name and EIN (address) of source of indirect compensation		
JPMCB SMARTRETIREMENT 2020-C C/O JPMORGAN DISTRIBUTION SERVICES, 270 PARK AVENUE NEW YORK, NY 10017		JANUARY 2012 TO FEBRUARY 2012 15 BASIS POINTS

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
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(d) Enter name and EIN (address) of source of indirect compensation		
JPMCB SMARTRETIREMENT 2020-C	C/O JPMORGAN DISTRIBUTION SERVICES, 270 PARK AVENUE NEW YORK, NY 10017	MARCH 2012 TO MARCH 2012 16.25 BASIS POINTS
(a) Enter service provider name as it appears on line 2		
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(d) Enter name and EIN (address) of source of indirect compensation		
JPMCB SMARTRETIREMENT 2025-C	C/O JPMORGAN DISTRIBUTION SERVICES, 270 PARK AVENUE NEW YORK, NY 10017	JANUARY 2012 TO FEBRUARY 2012 16 BASIS POINTS
(a) Enter service provider name as it appears on line 2		
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0
(d) Enter name and EIN (address) of source of indirect compensation		
JPMCB SMARTRETIREMENT 2050-C	C/O JPMORGAN DISTRIBUTION SERVICES, 270 PARK AVENUE NEW YORK, NY 10017	MARCH 2012 TO MARCH 2012 18.75 BASIS POINTS

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
J.P. MORGAN SECURITIES LLC	59	0
(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.	
ALLIANCEBERNSTEIN 13-3211780	RATE OF .20% OF SALES AND .05% OF AVERAGE DAILY BALANCE; FIXED RATE \$40,000	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J.P. MORGAN SECURITIES LLC	59	0
(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.	
ALLIANZ 06-1349805	RATE OF .10% OF SALES AND .06% OF AVERAGE DAILY BALANCE	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J.P. MORGAN SECURITIES LLC	59	0
(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.	
AMERICAN CENTURY 43-0821857	RATE OF .25% OF SALES AND .05% OF AVERAGE DAILY BALANCE; FIXED RATE \$40,000	

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
J.P. MORGAN SECURITIES LLC	59	0
(d) Enter name and EIN (address) of source of indirect compensation		
BLACKROCK FUNDS 23-2784752	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RATE OF .10% OF SALES AND .08% OF AVERAGE DAILY BALANCE; FIXED RATE \$40,000	
(a) Enter service provider name as it appears on line 2		
J.P. MORGAN SECURITIES LLC	59	0
(d) Enter name and EIN (address) of source of indirect compensation		
DELAWARE FUNDS 23-2791871	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RATE OF .25% OF SALES AND .05% OF AVERAGE DAILY BALANCE; FIXED RATE \$40,000	
(a) Enter service provider name as it appears on line 2		
J.P. MORGAN SECURITIES LLC	59	0
(d) Enter name and EIN (address) of source of indirect compensation		
DREYFUS 13-2603136	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RATE OF .25% OF SALES AND .05% OF AVERAGE DAILY BALANCE	

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
J.P. MORGAN SECURITIES LLC	59	0
(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.	
EATON VANCE 04-3239487	RATE OF .25% OF SALES AND .05% OF AVERAGE DAILY BALANCE; FIXED RATE \$50,000	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J.P. MORGAN SECURITIES LLC	59	0
(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.	
FEDERATED 25-1203925	RATE OF .20% OF SALES AND .05% OF AVERAGE DAILY BALANCE; FIXED RATE \$40,000	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J.P. MORGAN SECURITIES LLC	59	0
(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.	
FIDELITY 04-2882358	RATE OF .20% OF SALES FIXED RATE \$40,000	

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
J.P. MORGAN SECURITIES LLC	59	0

(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.
FRANKLIN TEMPLETON 13-5599989	RATE OF .08 OF SALES AND .02%-.05% OF AVERAGE DAILY BALANCE OF ASSETS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J.P. MORGAN SECURITIES LLC	59	0

(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.
HARTFORD 06-0383750	RANGE OF .15-.20% OF SALES AND .03-.05% OF AVERAGE DAILY BALANCE; FIXED RATE \$40,000

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J.P. MORGAN SECURITIES LLC	59	0

(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.
JOHN HANCOCK FUNDS 04-3111116	RATE OF .25% OF SALES AND .05% OF AVERAGE DAILY BALANCE; FIXED RATE \$40,000

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
J.P. MORGAN SECURITIES LLC	59	0
(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.	
J.P. MORGAN FUNDS 74-2945358	RATE OF .20% OF SALES AND .05% OF AVERAGE DAILY BALANCE	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J.P. MORGAN SECURITIES LLC	59	0
(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.	
MFS 04-2747644	RATE OF .10% OF SALES AND .05% OF AVERAGE DAILY BALANCE	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J.P. MORGAN SECURITIES LLC	59	0
(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.	
NUVEEN 36-3817266	RATE OF .10%-.20% OF SALES AND .05% OF AVERAGE DAILY BALANCE	

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
J.P. MORGAN SECURITIES LLC	59	0
(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.	
OPPENHEIMER 12-2953455	RATE OF .06% OF AVERAGE DAILY BALANCE	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J.P. MORGAN SECURITIES LLC	59	0
(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.	
PACIFIC LIFE FUNDS 95-2594489	RATE OF .25% OF SALES AND RANGE OF .03%-.05% OF AVERAGE DAILY BALANCE	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J.P. MORGAN SECURITIES LLC	59	0
(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.	
PIMCO 33-0629048	RATE OF .10% OF SALES AND .03% OF AVERAGE DAILY BALANCE	

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
J.P. MORGAN SECURITIES LLC	59	0
(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.	
PRINCIPAL 91-1801401	RATE OF .25% OF SALES AND .05% OF AVERAGE DAILY BALANCE; FIXED RATE \$40,000	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J.P. MORGAN SECURITIES LLC	59	0
(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.	
PUTNAM 26-0334814	RATE OF .25% OF SALES AND .05% OF AVERAGE DAILY BALANCE; FIXED RATE \$40,000	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J.P. MORGAN SECURITIES LLC	59	0
(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.	
TRANSAMERICA CAPITAL 95-3141953	RATE OF .25% OF SALES AND 0.05% OF AVERAGE NET ASSETS	

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
JPMORGAN CHASE BANK	52	0

(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.
VARIOUS BROKERS AND DEALERS 13-4994650	JPMORGAN HAS NEGOTIATED A FEE OF \$.75-\$2.00 FOR EACH RECEIPT OR DELIVERY OF BORROWED SECURITIES.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
JPMORGAN CHASE BANK	52	0

(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.
VARIOUS BROKERS AND DEALERS 13-4994650	JPMORGAN HAS NEGOTIATED A FEE OF OF EITHER UP TO \$25.00 PER TRANSACTION OR A WEIGHTED AVG ANNUAL FEE OF 0.36 BPS ON SECURITIES HELD AS TRI-PARTY

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
JPMORGAN CHASE BANK	52	0

(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.
VARIOUS BROKERS AND DEALERS 13-4994650	JPMORGAN HAS NEGOTIATED A FEE OF EITHER UP TO \$25.00 PER TRANSACTION OR A WEIGHTED AVG ANNUAL FEE OF 0.36 BPS ON NON-CASH COLLATERAL HELD TRI-PARTY

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:	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:

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 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>NEWPAGE RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>NEWPAGE CORPORATION</u>	D Employer Identification Number (EIN) <u>05-0616156</u>	

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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>STABLE ASSET INCOME FUND</u>				
b Name of sponsor of entity listed in (a): <u>JPMORGAN</u>				
c EIN-PN <u>20-1978950-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>58772724</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SMARTRETIREMENT 2010</u>				
b Name of sponsor of entity listed in (a): <u>JPMORGAN</u>				
c EIN-PN <u>20-3063261-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>14411908</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SMARTRETIREMENT 2015</u>				
b Name of sponsor of entity listed in (a): <u>JPMORGAN</u>				
c EIN-PN <u>20-3063321-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>19374024</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SMARTRETIREMENT 2020</u>				
b Name of sponsor of entity listed in (a): <u>JPMORGAN</u>				
c EIN-PN <u>20-3063359-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>63181539</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SMARTRETIREMENT 2025</u>				
b Name of sponsor of entity listed in (a): <u>JPMORGAN</u>				
c EIN-PN <u>20-5819098-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>32534177</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SMARTRETIREMENT 2030</u>				
b Name of sponsor of entity listed in (a): <u>JPMORGAN</u>				
c EIN-PN <u>20-3063387-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>34664154</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SMARTRETIREMENT 2035</u>				
b Name of sponsor of entity listed in (a): <u>JPMORGAN</u>				
c EIN-PN <u>20-5819181-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>10406560</u>		

a Name of MTIA, CCT, PSA, or 103-12 IE: SMARTRETIREMENT 2040**b** Name of sponsor of entity listed in (a): JPMORGAN

c EIN-PN 20-3063440-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13006250
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a Name of MTIA, CCT, PSA, or 103-12 IE: SMARTRETIREMENT 2045**b** Name of sponsor of entity listed in (a): JPMORGAN

c EIN-PN 20-5819388-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2366217
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a Name of MTIA, CCT, PSA, or 103-12 IE: SMARTRETIREMENT 2050**b** Name of sponsor of entity listed in (a): JPMORGAN

c EIN-PN 20-5819476-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3729070
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a Name of MTIA, CCT, PSA, or 103-12 IE: SMARTRETIREMENT INCOME**b** Name of sponsor of entity listed in (a): JPMORGAN

c EIN-PN 20-3063490-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8823843
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a Name of MTIA, CCT, PSA, or 103-12 IE: GLOBAL ADVISORS S & P 500**b** Name of sponsor of entity listed in (a): STATE STREET TRUST

c EIN-PN 04-0025081-097	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 61273544
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a Name of MTIA, CCT, PSA, or 103-12 IE: BOND INDEX**b** Name of sponsor of entity listed in (a): STATE STREET TRUST

c EIN-PN 04-0025081-498	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 36533040
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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)
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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)
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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)
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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)
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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
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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 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>NEWPAGE RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>NEWPAGE CORPORATION</u>	D Employer Identification Number (EIN) <u>05-0616156</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	4912673	5492185
	(2) Participant contributions	1b(2)	1217069	952174
	(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)	13376754	14314872
	(9) Value of interest in common/collective trusts.....	1c(9)	311997722	359077050
	(10) Value of interest in pooled separate accounts.....	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(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)	292377944	344568672
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)	6446515	8450808

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	630328677	732855761

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	630328677	732855761
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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)	19147594	
(B) Participants	2a(1)(B)	43141114	
(C) Others (including rollovers)	2a(1)(C)	540290	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		62828998
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)	615161	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		615161
(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)	11248975	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		11248975
(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
(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

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		37415360
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(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)		38541030
c Other income.....	2c		494265
d Total income. Add all income amounts in column (b) and enter total.....	2d		151143789

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	48142814	
(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)		48142814
f Corrective distributions (see instructions)	2f		10568
g Certain deemed distributions of participant loans (see instructions).....	2g		76461
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	316811	
(4) Other	2i(4)	70051	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		386862
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		48616705

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		102527084
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 SCHAEFFER HACKETT

(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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

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.).....

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.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
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.).....		X	
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)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>NEWPAGE RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>NEWPAGE CORPORATION</u>	D Employer Identification Number (EIN) <u>05-0616156</u>

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	<u>0</u>
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): <u>43-6389220</u>		
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	

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)
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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 (include any prior year accumulated funding deficiency not waived)	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 or other authority 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
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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. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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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.
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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

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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

INDEPENDENT AUDITORS' REPORT

Benefit Plans Administration Committee
NewPage Retirement Savings Plan
Miamisburg, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of NewPage Retirement Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 3, which was certified by J.P. Morgan Chase Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. 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 December 31, 2012 and 2011 and for the year ended December 31, 2012 that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2012 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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dayton, oh 45342

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p. 937.226.0070
f. 937.226.1626

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental 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 Disclosure under the Employee Retirement Income Security Act of 1974.

Clark, Schaefer, Hackett & Co.

Dayton, Ohio
October 8, 2013

SCHEDULE H - PART IV - SCHEDULE OF ASSETS (HELD AT END OF YEAR)				EIN #:	05-0616156
				5500 PN #:	001
(SEE SCHEDULE H-PART IV 4(i))				FOR PERIOD:	01/01/2012-12/31/20
PLAN NAME:	NewPage Retirement Savings Plan				
PLAN NUMBER:	159812				
FOR PERIOD:	01/01/2012-12/31/2012				
(A)	(B)	(C)		(D)	(E)
PARTY IN INTEREST	IDENTITY OF PARTY	DESCRIPTION OF ASSET		COST*	CURRENT VALUE
	STATE STREET	SSgA US Bond Index SL-II		N/A	36,533,040.14
	* J.P. MORGAN	JPMCB SmartRetirement 2010-C		N/A	14,411,908.14
	* J.P. MORGAN	JPMCB SmartRetirement 2035-C		N/A	10,406,559.90
	* J.P. MORGAN	JPMCB SmartRetirement 2040-C		N/A	13,006,250.20
	* J.P. MORGAN	JPMCB SmartRetirement 2045-C		N/A	2,366,217.03
	* J.P. MORGAN	JPMCB SmartRetirement 2050-C		N/A	3,729,069.61
	STATE STREET	SSgA S&P 500 Index NL-A		N/A	61,273,544.25
	* J.P. MORGAN	JPMCB SmartRetirement 2030-C		N/A	34,664,154.36
	* J.P. MORGAN	JPMCB SmartRetirement Income-C		N/A	8,823,843.24
	* J.P. MORGAN	JPMCB SmartRetirement 2015-C		N/A	19,374,023.75
	* J.P. MORGAN	JPMCB SmartRetirement 2025-C		N/A	32,534,177.43
	* J.P. MORGAN	JPMCB SmartRetirement 2020-C		N/A	63,181,538.67
	* J.P. MORGAN	JPMCB Stable Asset Income Fund-F-15		N/A	58,772,723.75
	* VARIOUS	Loans (4.00%- 9.50%)		N/A	14,314,872.22
	* CISC	JPMS Self-directed Brokerage Account		N/A	8,450,807.83
	ARTISAN	Artisan Small Cap		N/A	16,063,526.12
	DODGE & COX	Dodge & Cox Stock		N/A	76,245,063.71
	AMERICAN FUNDS	American Funds EuroPacific Growth-R5		N/A	47,365,769.68
	T ROWE PRICE	T Rowe Price Growth Stock		N/A	31,093,139.19
	FIDELITY	Fidelity Low-Priced Stock		N/A	15,871,257.33
	PIMCO	PIMCO Total Return-Inst		N/A	67,972,929.29
	FIDELITY	Fidelity Spartan Extended Market Index-Inv		N/A	28,948,701.27
	NEUBERGER	Neuberger Berman Genesis-Inst		N/A	32,664,758.36
	VANGUARD	Vanguard Global Equity		N/A	3,609,783.06
	VANGUARD	Vanguard Total International Stock Index-Inst		N/A	24,733,744.43
Total				0.00	726,411,402.96
* PARTY IN INTEREST					
** NOT REQUIRED FOR PARTICIPANT DIRECTED ACCOUNTS					

NewPage Retirement Savings Plan

Financial Statements and Supplemental Schedule

December 31, 2012 and 2011

with Independent Auditors' Report

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INDEPENDENT AUDITORS' REPORT

Benefit Plans Administration Committee
NewPage Retirement Savings Plan
Miamisburg, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of NewPage Retirement Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 3, which was certified by J.P. Morgan Chase Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. 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 December 31, 2012 and 2011 and for the year ended December 31, 2012 that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2012 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental 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 Disclosure under the Employee Retirement Income Security Act of 1974.

Clark, Schaefer, Hackett & Co.

Dayton, Ohio
October 8, 2013

NewPage Retirement Savings Plan
Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets:		
Investments - participant directed:		
Registered investment companies	\$ 344,568,672	\$ 292,377,944
Common/collective trusts	359,077,050	311,997,722
Self directed brokerage accounts	<u>8,450,808</u>	<u>6,446,515</u>
	<u>712,096,530</u>	<u>610,822,181</u>
Notes receivable - participants	<u>14,314,872</u>	<u>13,376,754</u>
Contributions receivable:		
Employer	5,492,185	4,912,673
Participants	<u>952,174</u>	<u>1,217,069</u>
	<u>6,444,359</u>	<u>6,129,742</u>
Net assets reflecting all assets at fair value	732,855,761	630,328,677
Adjustment from fair value to contract value for fully benefit-responsive investment contracts held by common/collective trust	<u>(1,051,868)</u>	<u>(120,401)</u>
Net assets available for benefits	<u><u>\$ 731,803,893</u></u>	<u><u>\$ 630,208,276</u></u>

See accompanying notes to financial statements.

NewPage Retirement Savings Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2012

Additions:

Net investment gain	\$ 86,768,163
Investment expenses	<u>(316,811)</u>

86,451,352

Interest - notes receivable from participants	<u>615,161</u>
---	----------------

Contributions:

Employer	19,147,594
Participants	43,141,114
Participant rollovers	<u>540,290</u>

62,828,998

149,895,511

Deductions:

Benefits paid	48,142,814
Deemed distributions	76,461
Corrective distributions	10,568
Administrative expenses	<u>70,051</u>

48,299,894

Net increase 101,595,617

Net assets available for benefits:

Beginning of year	<u>630,208,276</u>
-------------------	--------------------

End of year	<u><u>\$ 731,803,893</u></u>
-------------	------------------------------

See accompanying notes to financial statements.

1. DESCRIPTION OF THE PLAN:

The following description of the NewPage Corporation (the "Sponsor") Retirement Savings Plan (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 contribution 401(k) savings plan covering all eligible employees of the Sponsor who, if not represented by a participating union group, become eligible on the first day of the first payroll period following the date when credited with at least one hour of service. If represented by a participating union group, then eligibility commences on the first day of the first payroll period following the date when the participant completes the required service period, which varies depending on the applicable collective bargaining agreement.

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

Contributions

Participants are permitted to defer up to 50% of their eligible compensation on a before-tax or after-tax basis. Participants may also contribute amounts representing distributions from other eligible qualified plans. For those participants who have attained age 50 or older by the end of the calendar year, the plan permits catch-up contributions subject to limitations imposed by law. The Internal Revenue Code establishes a limit on the percent of compensation deferred by participants. The Sponsor determines that the salary deferral percentage, the employer matching percentage and the total defined contribution percentage comply with several tests prescribed by law. If the tests are not met, the Sponsor reduces the contribution percentage of those individuals that exceed the limits and refunds the excess contributions to the individual.

The Sponsor makes two types of contributions to non-bargaining participants of the Plan, matching contributions and a fixed contribution. The Sponsor's matching contributions are an amount equal to 50% of each participant's contributions up to 8% of eligible compensation for a maximum match of 4%. The Sponsor's matching contributions are funded to the Plan each pay period in conjunction with participant's deferrals. The Sponsor will make a fixed contribution of 3% of eligible compensation on behalf of each participant who is not represented by a collective bargaining group and is employed on the last day of the plan year.

The Sponsor, at its discretion, may make an additional profit sharing contribution ranging from zero to 5% of eligible compensation. Only eligible participants who are actively employed on the last day of the plan year receive profit-sharing contributions. The Sponsor made no such contributions during 2012.

Participants represented by a participating union group are eligible for matching contributions pursuant to their respective collective bargaining agreements, but are not eligible to receive profit-sharing contributions.

Participants direct the investment of their contributions and Sponsor contributions into various investment options offered by the Plan and may change their investment options at any time.

Participant accounts

Each participant's account is credited with the participant's contributions and Company matching contributions, as well as allocations of the Company's fixed contribution, profit sharing contribution and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Notes Receivable - Participants

Participants may borrow from their accounts up to a maximum of 50% of their vested account balance, but not to exceed \$50,000. Participants are permitted to have no more than two loans outstanding at a time. Participants with two or more loans outstanding originating in the predecessor plans of MeadWestvaco prior to May 1, 2005 and the Stora Enso North America ("SENA") 401(k) plans prior to October 1, 2008, may not originate new loans until the prior loans are repaid for no more than a total of two loans outstanding at any time. Loan terms range from one to five years or up to 15 years for the purchase of a primary residence. The loans are secured by the balance in the participants' account and bear interest at prime plus 1%, which is commensurate with local prevailing rates and is determined by the Plan administrator at the time the loan is made. Principal and interest are paid ratably through monthly payroll deductions.

Payment of Benefits

Upon termination of employment, all distributions from the Plan are payable in a lump-sum amount.

Vesting

Participants are immediately vested in all employee contributions and Sponsor matching contributions plus earnings thereon. Sponsor fixed contributions and profit-sharing contributions plus earnings thereon will be vested after the completion of five years of vesting service.

Forfeitures

Forfeitures of non-vested sponsor contributions are used to first restore the amount of previous forfeitures for rehired participants with separations of service of less than five years, second to reduce the amount of Plan Sponsor contributions and third to pay the cost of administering the Plan. For the year ended December 31, 2012, forfeited non-vested accounts in the amount of \$77,013 were used to offset Company contributions. There were \$70,365 and \$85,698 of unallocated forfeitures outstanding at December 31, 2012 and 2011.

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 using the accrual method of accounting.

The Plan's investment in the J.P. Morgan Stable Asset Income Fund, which is a common/collective trust, is considered fully benefit-responsive. In accordance with generally accepted accounting principles, investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted withdrawal transactions under the terms of the Plan. Therefore, the Statements of Net Assets Available for Benefits presents the fair value of the investments in the common/collective trust, as well as the adjustment of the investment in the common/collective trust from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

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.

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.

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 includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012 or 2011. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Withdrawals and payment of benefits

Withdrawals and payments of benefits are recorded upon distribution.

Administrative expenses

Certain administrative functions are performed by officers and employees of the Sponsor. No such officer or employee receives compensation by the Plan. Administrative expenses are paid by the Sponsor, except for fees related to distributions for benefit payments and loans, which are deducted from the participant's account.

Subsequent Events

The Plan evaluates events and transactions occurring subsequent to the date of the financial statements for matters requiring recognition and disclosure in the financial statements. The Plan has evaluated subsequent events through October 8, 2013, the date the financial statements were available to be issued.

3. INVESTMENTS:

All investment information disclosed in the accompanying financial statements and supplemental schedule, including investments held at December 31, 2012 and 2011, and net investment earnings for the year ended December 31, 2012, were obtained or derived from information supplied to the plan administrator and certified as complete and accurate by J.P. Morgan Chase Bank, N.A., the trustee of the Plan.

The following presents investments that represent 5% or more of the Plan's net assets at December 31, 2012 and 2011:

	<u>2012</u>	<u>2011</u>
Common/collective trusts:		
JP Morgan Smart Retirement 2020	\$63,181,539	57,655,836
State Street Global Advisors S&P 500	61,273,544	48,598,336
JP Morgan Stable Asset Income Fund	58,772,724	54,660,692
Registered investment companies:		
Dodge & Cox Stock Fund	76,245,064	65,507,734
American Funds EuroPacific Growth Fund	47,365,770	44,522,744
PIMCO Total Return Fund	67,972,929	52,944,465
Neuberger Berman Genesis Fund	**	34,251,447

** - Investment was less than 5% of the Plan's net assets as of the date indicated.

The Plan's net investment earnings for the year ended December 31, 2012 were as follows:

Self directed brokerage accounts	\$ 494,265
Net investment income from common/collective trusts	36,483,424
Registered investment companies – dividends	11,248,975
Registered investment companies – net appreciation	38,541,499
	<u>\$ 86,768,163</u>

4. FAIR VALUE MEASUREMENT:

Financial Accounting Standards Board (FASB) provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

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

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include: Quoted prices for similar assets or liabilities in active markets; Quoted prices for identical or similar assets or liabilities in inactive markets; Inputs other than quoted prices that are observable for the asset or liability; Inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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.

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

Common stocks and assets held within self-directed brokerage accounts: Valued at the closing price as reported on the active market on which the individual securities are traded.

Registered investment companies: Valued at the published Net Asset Value (NAV) of the shares held by the Plan at year end.

Common/collective trusts: The common/collective trust funds do not have a readily determinable fair value. As permitted by accounting principles generally accepted in the United States of America, the Plan has valued such investments at NAV per share. The manager calculates NAV per share 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 at the valuation date.

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 Sponsor 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.

There have been no changes in the methodologies used to determine fair value during the years ended December 31, 2012 and 2011.

The carrying amounts of financial instruments, including contributions receivable, approximated fair value as of December 31, 2012 and 2011 because of the relatively short maturity of these instruments.

The following table sets forth, by level within the fair value hierarchy, a summary of the Plan's investments that were measured at fair value on a recurring basis as of December 31, 2012 and 2011.

Assets at Fair Value as of December 31, 2012

	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Registered investment companies:				
Balanced equity	\$ 28,948,701	\$ 28,948,701	\$ -	\$ -
Growth equity	79,629,155	79,629,155	-	-
Value equity	92,308,589	92,308,589	-	-
Foreign equity	75,709,298	75,709,298	-	-
Fixed income	67,972,929	67,972,929	-	-
	<u>344,568,672</u>	<u>344,568,672</u>	<u>-</u>	<u>-</u>
Common/collective trusts:				
Life cycle	202,497,742	-	202,497,742	-
Bond index	36,533,040	-	36,533,040	-
Large cap equity index	61,273,544	-	61,273,544	-
Stable value	58,772,724	-	-	58,772,724
	<u>359,077,050</u>	<u>-</u>	<u>300,304,326</u>	<u>58,772,724</u>
Self directed brokerage accounts **	<u>8,450,808</u>	<u>8,450,808</u>	<u>-</u>	<u>-</u>
Total	<u>\$ 712,096,530</u>	<u>\$ 353,019,480</u>	<u>\$ 300,304,326</u>	<u>\$ 58,772,724</u>

Assets at Fair Value as of December 31, 2011

	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Registered investment companies:				
Balanced equity	\$ 23,905,081	\$ 23,905,081	\$ -	\$ -
Growth equity	72,994,028	72,994,028	-	-
Value equity	78,456,945	78,456,945	-	-
Foreign equity	64,077,423	64,077,423	-	-
Fixed income	52,944,466	52,944,466	-	-
	<u>292,377,943</u>	<u>292,377,943</u>	<u>-</u>	<u>-</u>
Common/collective trusts:				
Life cycle	181,477,087	-	181,477,087	-
Bond index	27,291,608	-	27,291,608	-
Large cap equity index	48,598,336	-	48,598,336	-
Stable value	54,660,692	-	-	54,660,692
	<u>311,997,723</u>	<u>-</u>	<u>257,337,031</u>	<u>54,660,692</u>
Self directed brokerage accounts **	<u>6,446,515</u>	<u>6,446,515</u>	<u>-</u>	<u>-</u>
Total	<u>\$ 610,822,181</u>	<u>\$ 298,824,458</u>	<u>\$ 257,337,031</u>	<u>\$ 54,660,692</u>

** - Self directed brokerage account holdings consist of registered investment companies and common stocks. The Sponsor has evaluated the composition of the underlying assets and determined that there are no material risks that would necessitate the disclosure of additional detail.

The following is a reconciliation of the beginning and ending balances of the Plan's Level 3 assets for the year ended December 31, 2012:

	<u>Common/ Collective Trust</u>
Balance at January 1, 2012	\$ 54,660,692
Unrealized gain	931,467
Purchases	21,845,789
Sales	<u>(18,665,224)</u>
Balance at December 31, 2012	<u>\$ 58,772,724</u>

The table below sets forth the fair value and redemption frequency for those assets whose fair value is estimated using the net asset value per share as of December 31, 2012 and 2011:

	Fair Value	Unfunded Commitments	Redemption Frequency (If Currently Eligible)	Redemption Notice Period
Common collective trusts:				
Life cycle ^(a)	\$202,497,742	\$ -	Daily	1 day
Bond index ^(b)	36,533,040	-	Daily	1 day
Large cap equity index ^(c)	61,273,544	-	Daily	1 day
Stable value ^(d)	58,772,724	-	Daily	1 day
	<u>\$359,077,050</u>	<u>\$ -</u>		

(a) A series of target-date funds that are designed to provide investors with a way to reach retirement goals. Invests in a mix of underlying strategies, which is likely to change over time in order to maintain optimal portfolio construction asset allocation strategy, using a fund-of-funds approach that becomes more conservative as the funds near their respective target retirement dates.

(b) The fund's objective is to seek investment returns that approximates as closely as practicable, before expenses, the performance of the Barclays Capital U.S. Aggregate Bond Index over the long term. The fund is passively managed.

(c) The fund's objective is to seek investment returns that approximates as closely as practicable, before expenses, the performance of the S&P 500 Index over the long term. The fund is passively managed.

(d) The fund's objective is to generate current earnings without the loss of capital. The underlying investments are comprised of fixed income portfolios that primarily consist of U.S. Treasury, Agency, investment grade corporate, mortgage-backed and asset-backed securities. The investment manager purchases benefit responsive wrap contracts that are issued by banks and insurance companies in order to stabilize the value and returns of the fund.

5. TAX STATUS:

The Internal Revenue Service has determined and informed the Sponsor by a letter dated April 19, 2012, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's counsel believe that the Plan is designed and is currently operating in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

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 Plan termination, all benefits will be distributed to participants and beneficiaries in proportion to their respective account balances.

7. RISKS AND UNCERTAINTIES:

The Plan invests in various registered investment companies, common/collective trusts, and securities held in self directed brokerage accounts. 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.

8. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500:

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2012 and 2011:

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per financial statements	\$731,803,893	\$630,208,276
Adjustment from fair value to contract value for fully benefit-responsive investment contract	<u>1,051,868</u>	<u>120,401</u>
Net assets available for benefits per Form 5500	<u>\$732,855,761</u>	<u>\$630,328,677</u>

The following is a reconciliation of net investment earnings from per the financial statements to the Form 5500 for the year ended December 31, 2012:

Net earnings from common/collective trusts per financial statements	\$ 36,483,424
Change in adjustment from fair value to contract value for fully benefit-responsive investment contract	<u>931,467</u>
Net earnings from common/collective trusts per Form 5500	<u>\$ 37,414,891</u>

9. RELATED PARTY TRANSACTIONS:

Certain Plan investments are interests in common/collective trusts managed by J.P. Morgan Retirement Plan Services. J.P. Morgan Retirement Plan Services is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan to J.P. Morgan Retirement Services and affiliated companies amounted to \$386,862 for the year ended December 31, 2012.

10. PLAN AMENDMENTS:

Effective January 1, 2012, the Plan was amended to modify the service period required prior to entering the plan for certain bargaining units in order to conform to applicable collective bargaining agreements.

Effective March 31, 2013, the Plan was amended to implement the following changes:

- Change the plan entry date to coincide with the later of April 1, 2013 or an employee's date of hire.
- Modified automatic enrollment and implemented automatic deferral rate increases for those employees that do not make an election otherwise.
- Implement new matching contribution and fixed contribution rate schedules for employees who are part of a participating union group including employees that are grandfathered and non-grandfathered employees.
- Limit the number of hardship withdrawals members of a participating union group may have to two at any one time.

SUPPLEMENTAL SCHEDULE

Newpage Retirement Savings Plan
EIN #05-0616156; Plan #001
Schedule H, Part IV, Item 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) (b)	(c)	(d)	(e)	
Issuer	Description of Investment	Shares	Cost	Current Value
Registered investment companies:				
	T. Rowe Price Growth Stock	823,005	**	\$ 31,093,139
	PIMCO Total Return Fund	6,047,414	**	67,972,929
	Dodge & Cox Stock Fund	625,472	**	76,245,064
	Artisan Small Cap Fund	774,519	**	16,063,526
	Neuberger Berman Genesis Fund	670,459	**	32,664,758
	Fidelity Low-Priced Stock Fund	401,804	**	15,871,257
	Fidelity Spartan Extended Market Index	725,350	**	28,948,701
	American Funds EuroPacific Growth Fund	1,151,611	**	47,365,770
	Vanguard Global Equity Fund	193,347	**	3,609,783
	Vanguard Total International Stock Index Fund	246,893	**	24,733,745
				<u>344,568,672</u>
Common/collective trusts:				
*	J.P. Morgan Stable Asset Income Fund	141,441	**	58,772,724
*	J.P. Morgan Smartretirement 2010	968,542	**	14,411,908
*	J.P. Morgan Smartretirement 2015	1,277,127	**	19,374,024
*	J.P. Morgan Smartretirement 2020	4,089,420	**	63,181,539
*	J.P. Morgan Smartretirement 2025	1,716,843	**	32,534,177
*	J.P. Morgan Smartretirement 2030	2,321,779	**	34,664,154
*	J.P. Morgan Smartretirement 2035	574,313	**	10,406,560
*	J.P. Morgan Smartretirement 2040	876,432	**	13,006,250
*	J.P. Morgan Smartretirement 2045	132,043	**	2,366,217
*	J.P. Morgan Smartretirement 2050	220,524	**	3,729,070
*	J.P. Morgan Smartretirement Income	606,033	**	8,823,843
	State Street Global Advisors Bond Index Fund	2,291,766	**	36,533,040
	State Street Global Advisors S&P 500	4,522,567	**	61,273,544
				<u>359,077,050</u>
	Self directed brokerage accounts		**	<u>8,450,808</u>
*	Loans to various plan participants - at various maturity dates and interest rates ranging from 4.00% to 9.50%		-	<u>14,314,872</u>
				<u>\$ 726,411,402</u>

* Party-in-interest

** Cost information is not required as Plan is participant directed