

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

Part II	Basic Plan Information—enter all requested information	
1a	Name of plan SCA TISSUE HOURLY 401K PLAN FOR COLLECTIVELY BARGAINED EMPLOYEES AT SOUTH GLENS FALLS	1b Three-digit plan number (PN) ▶ 009
		1c Effective date of plan 03/31/1992
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) SCA AMERICAS INC. CIRA CENTRE, SUITE 2600 PHILADELPHIA, PA 19104 2929 ARCH STREET PHILADELPHIA, PA 19104	2b Employer Identification Number (EIN) 23-3061590 2c Sponsor's telephone number 610-546-4920 2d Business code (see instructions) 322200

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2010	THOMAS PEZICK
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2010	THOMAS PEZICK
	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

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") SCA AMERICAS INC. CIRA CENTRE, SUITE 2600 PHILADELPHIA, PA 19104	3b Administrator's EIN 23-3061590 3c Administrator's telephone number 610-546-4920
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	400
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	356
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	21
d Subtotal. Add lines 6a , 6b , and 6c	6d	377
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	377
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	283
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	3

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2E 2F 2G 2J 2K 2S 2T

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

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

a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
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SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan SCA TISSUE HOURLY 401K PLAN FOR COLLECTIVELY BARGAINED EMPLOYEES AT SOUTH GLENS FALLS		B Three-digit plan number (PN) ▶ 009
C Plan sponsor's name as shown on line 2a of Form 5500 SCA AMERICAS INC.		D Employer Identification Number (EIN) 23-3061590

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
THE VANGUARD GROUP, INC.
23-1945930

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

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

THE VANGUARD GROUP, INC.

23-1945930

(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 26 37 52	NONE	8721	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 ☐

(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 ☐

(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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

a Name:	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:

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2009 This Form is Open to Public Inspection
For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>		
A Name of plan <u>SCA TISSUE HOURLY 401K PLAN FOR COLLECTIVELY BARGAINED EMPLOYEES AT SOUTH GLENS FALLS</u>		B Three-digit plan number (PN) <u>009</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SCA AMERICAS INC.</u>		D Employer Identification Number (EIN) <u>23-3061590</u>

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	760058	658921
(2) Participant contributions	1b(2)	14883	14513
(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)	491753	530209
(9) Value of interest in common/collective trusts.....	1c(9)	1782697	1721629
(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)	4682106	7304456
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	7731497	10229728

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	5407	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	5407	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	7726090	10229728
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	854309	
(B) Participants	2a(1)(B)	523153	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1377462

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)	35584	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		35584

(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)	141923	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		141923

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		56961
(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)		1317116
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		2929046

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	230232	
(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)		230232
f Corrective distributions (see instructions)	2f		5407
g Certain deemed distributions of participant loans (see instructions).....	2g		1614
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)		
(4) Other	2i(4)	7905	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		7905
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		245158

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		2683888
l Transfers of assets:			
(1) To this plan.....	2l(1)		31561
(2) From this plan	2l(2)		211811

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: **TORRILLO & ASSOCIATES, LLC**

(2) EIN: **83-0414789**

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		500000
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.		X	

- 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)
SCA AMERICAS INC. INVESTMENT AND RETIREMENT PLAN	23-3061590	002

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

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

A Name of plan <u>SCA TISSUE HOURLY 401K PLAN FOR COLLECTIVELY BARGAINED EMPLOYEES AT SOUTH GLENS FALLS</u>	B Three-digit plan number (PN) ▶ <u>009</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SCA AMERICAS INC.</u>	D Employer Identification Number (EIN) <u>23-3061590</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
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>23-2186884</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)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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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.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

Schedule R (Form 5500) 2009
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
 Stock: _____% 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 item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**SCA Tissue Hourly 401(k) Plan For
Collectively-Bargained Employees at South Glens Falls**

**Financial Statements
As of and For the Years Ended
December 31, 2009 and 2008
And
Supplemental Schedule
As of December 31, 2009**

Index

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Statements of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements	4 – 12

Supplemental Information

Schedule of Assets (Held at End of Year)	13
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- * The supplemental schedule included is presented for purposes of additional analysis and is not a required part of the basic financial statements but is required by the Employee Retirement Income Security Act of 1974 ("ERISA"). Other schedules required by section 2520.103-10 of the Department of Labor Rules and Regulations for reporting and disclosure under ERISA have been omitted because they are not applicable.

INDEPENDENT AUDITORS' REPORT

To the Participants and Plan Administrator of the
SCA Tissue Hourly 401(k) Plan for
Collectively-Bargained Employees at South Glens Falls

We were engaged to audit the financial statements of the SCA Tissue Hourly 401(k) Plan for Collectively-Bargained Employees at South Glens Falls (the "Plan") as of December 31, 2009 and 2008, and for the years then ended and the supplemental schedule as of December 31, 2009 as listed in the accompanying index. These financial statements and supplemental schedule are the responsibility of the Plan's management.

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 Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2009 and 2008, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and 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.

Torrillo + Associates, LLC

October 1, 2010

**SCA Tissue Hourly 401(k) Plan for
Collectively-Bargained Employees at South Glens Falls
Statements of Net Assets Available for Benefits
As of December 31, 2009 and 2008**

	<u>2009</u>	<u>2008</u>
Assets:		
Investments, at fair value:		
Registered investment companies	\$ 7,304,456	\$ 4,682,106
Retirement savings trust	1,759,670	1,759,985
Participant loans	530,209	491,753
Total investments, at fair value	<u>9,594,335</u>	<u>6,933,844</u>
Receivables:		
Participants' contributions	14,513	14,883
Employer's contribution	658,921	760,058
Total receivables	<u>673,434</u>	<u>774,941</u>
Total assets	<u>10,267,769</u>	<u>7,708,785</u>
Liabilities:		
Excess contributions payable	<u>0</u>	<u>5,407</u>
Net assets available for benefits at fair value	<u>10,267,769</u>	<u>7,703,378</u>
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(38,041)</u>	<u>22,712</u>
Net assets available for benefits	<u>\$ 10,229,728</u>	<u>\$ 7,726,090</u>

The accompanying notes are an integral part of these financial statements.

**SCA Tissue Hourly 401(k) Plan for
Collectively-Bargained Employees at South Glens Falls
Statements of Changes in Net Assets Available for Benefits
For the Years Ended December 31, 2009 and 2008**

	<u>2009</u>	<u>2008</u>
Additions (reductions) to net assets attributed to:		
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	\$ 1,317,116	\$ (2,267,241)
Interest and dividends	234,468	262,072
Investment income (loss)	<u>1,551,584</u>	<u>(2,005,169)</u>
Contributions:		
Participants'	523,153	610,304
Employer's	854,309	958,672
Contributions	<u>1,377,462</u>	<u>1,568,976</u>
Asset transfers in	<u>31,561</u>	<u>0</u>
Total additions (reductions)	2,960,607	(436,193)
Deductions from net assets attributed to:		
Benefits paid to participants	237,253	559,300
Asset transfers out	211,811	0
Administrative expenses	7,905	6,656
Total deductions	<u>456,969</u>	<u>565,956</u>
Net increase (decrease)	2,503,638	(1,002,149)
Net assets available for benefits		
Beginning of year	7,726,090	8,728,239
End of year	<u><u>\$ 10,229,728</u></u>	<u><u>\$ 7,726,090</u></u>

The accompanying notes are an integral part of these financial statements.

**SCA Tissue Hourly 401(k) Plan for
Collectively-Bargained Employees at South Glens Falls
Notes to Financial Statements
As of and For the Years Ended December 31, 2009 and 2008**

1. Description of Plan

The following description of the SCA Tissue Hourly 401(k) Plan for Collectively-Bargained Employees of South Glens Falls (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 contributory defined contribution plan established effective March 31, 1992. The Plan covers hourly paid employees who were former employees of Encore Paper Company, which was acquired by SCA Tissue North America, LLC (the “Company”) and non-salary employees employed at the Company’s South Glens Falls facility. Generally, employees must be twenty-one years or older and have completed ninety days of service to be eligible to participate. Effective October 1, 2008, the requirement to be at least age twenty-one in order to participate in the Plan was eliminated. The Plan’s assets are held by Vanguard Fiduciary Trust Company (the “Trustee”). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

Assets of \$211,811 were transferred into the Plan from the SCA Americas, Inc. Investment and Retirement Plan during 2009. Assets of \$31,561 were transferred out of the Plan to the SCA Americas, Inc. Investment and Retirement Plan during 2009.

Contributions

Participants may elect to contribute up to 25% of compensation, as defined in the Plan document, to a salary deferral account, on a pre-tax basis, subject to Internal Revenue Code (“IRC”) limitations. Participants who are at least 50 years old are eligible to make “catch-up contributions” as defined, up to the IRC limits. Participants may also elect to contribute up to 10% of after-tax compensation, as defined; however, the percentage of after-tax contributions elected by a participant cannot exceed the percentage elected as a salary deferral pre-tax contribution. Effective April 30, 2008, the Plan provides for an automatic enrollment of salary deferral contributions of 3% per payroll period for employees whose employment commencement date is on or after April 30, 2008, unless otherwise elected by the participant. Participants may also contribute qualified distributions from other plans as rollovers into the Plan. The Company makes a Matching Contribution on behalf of participants who have completed 12 months of service in an amount equal to 50% of the first 6% of the participant’s compensation contributed to the Plan. The Company may also contribute an employer profit sharing contribution at its discretion. Any profit sharing amounts made by the Company will be allocated among participants who are employed on the last day of the Plan year. No employer profit sharing contributions were made during 2009 or 2008.

The Plan also provides for the Company to contribute an Employer Contribution amount to the Plan of 5.5% of compensation, as defined.

Investment Options

Participants may direct the investment of their account balances in 1% increments to any of the defined investment options. Participants may change their investment options on a daily basis. All investments are participant-directed.

Participant Accounts

Each participant’s account is credited with the participant’s contribution, the Company’s contribution and allocations of plan earnings. Allocations of earnings are based on account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

**SCA Tissue Hourly 401(k) Plan for
Collectively-Bargained Employees at South Glens Falls
Notes to Financial Statements
As of and For the Years Ended December 31, 2009 and 2008**

Vesting

Participants have, at all times, a fully vested and non-forfeitable interest in the amount of their voluntary contributions. Vesting in the remainder of their accounts is based on years of continuous service. Participants vest in their employer contributions after three years of credited service. Participants vest in their matching contributions and profit sharing contributions in accordance with the following schedule:

<u>Years of Credited Service</u>	<u>Vested Percentage</u>
Less than 1	0%
1	30%
2	60%
3	100%

Payment of Benefits

In the event of a participant's death, retirement, disability or termination of employment for other reasons, the participant or his beneficiary may elect to receive the entire account balance in either a lump sum or a rollover to an eligible retirement plan, as defined. Account balances which do not exceed \$1,000 will automatically be paid in a lump sum as soon as administratively feasible.

Prior to termination of employment, a participant may withdraw all or a portion of his after-tax rollover account balance. A participant may also withdraw all or a portion of his entire account balance upon attainment of age 59½ or in the case of financial hardship, as defined.

Participant Loans

Participants may borrow from their fund accounts a minimum of \$1,000 equal to the lesser of \$50,000 or 50% of their vested account balances. Loans are payable through payroll deductions over periods ranging from one to five years or up to twenty years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with the prevailing interest rate charged on similar commercial loans, as determined by the plan administrator. Participants are allowed to have no more than two loans outstanding at a time.

Forfeited Accounts

At December 31, 2009 and 2008, forfeited nonvested accounts totaled \$47,635 and \$25,740, respectively. These accounts will first be used to pay expenses of administering the Plan. Any remaining forfeitures shall be reallocated to participant accounts in the same manner as employer matching contributions. No forfeitures were used during 2009.

2. Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan have been prepared using the accrual basis of accounting.

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 the contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits present the fair value of the investment contracts held by the Vanguard Retirement Savings Trust, as

**SCA Tissue Hourly 401(k) Plan for
Collectively-Bargained Employees at South Glens Falls
Notes to Financial Statements
As of and For the Years Ended December 31, 2009 and 2008**

well as the adjustment of the fully benefit-responsive investment contracts held by the Vanguard Retirement Savings Trust from fair value to contract value. The statements of changes in net assets available for benefit include changes in net assets attributable to fully benefit-responsive investment contracts held by the Vanguard Retirement Savings Trust on a contract value basis.

Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America, requires Plan management to make significant estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements and the changes in net assets available for benefits during the reporting period, and, when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported 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. See Note 4 for discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date. Net appreciation or depreciation in the fair value of investments consists of the realized gains or losses and the unrealized appreciation or depreciation of those investments.

Risks and Uncertainties

The Plan's investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the values of investments, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits.

Payments of Benefits

Benefits are recorded when paid.

Administrative Expenses

Loan fees and other participant-specific fees are deducted from participant accounts. The Company pays other administrative expenses of the Plan.

Subsequent Events

The Plan has evaluated subsequent events through October 1, 2010, the date the financial statements were available to be issued.

Recently Issued Accounting Guidance

The Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") was approved by the FASB as the single source of authoritative accounting principles generally accepted in the United States of America for interim and annual periods ending after September 15, 2009. Financial statements issued after September 15, 2009 are required to conform references within the financial statements to the relevant FASB ASC references. Additionally, new guidance issued is now referred to as FASB Accounting Standards Updates ("ASU").

**SCA Tissue Hourly 401(k) Plan for
Collectively-Bargained Employees at South Glens Falls
Notes to Financial Statements
As of and For the Years Ended December 31, 2009 and 2008**

FASB ASC 855, *Subsequent Events*, became effective for interim and annual periods after June 15, 2009 and establishes general standards of accounting for and disclosure of subsequent events (see above).

In April 2009, the FASB issued FASB Staff Position (“FSP”) FAS 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly*. FSP FAS 157-4 is codified in FASB ASC 820, *Fair Value Measurements and Disclosures*. This FSP provides additional guidance for estimating fair value when the volume and level of activity for the asset or liability have significantly decreased. This FSP also includes guidance on identifying circumstances that indicate a transaction is not orderly. In addition, FSP 157-4 states that certain fair value measurement information must be disclosed by major category of assets and liabilities. For equity and debt securities, major category should be defined as major security type as described in FASB ASC 320, *Investments – Debt and Equity Securities*. This FSP is effective for interim and annual reporting periods ending after June 15, 2009, and should be applied prospectively. This FSP does not require disclosures for earlier periods presented for comparative purposes at initial adoption. In periods after initial adoption, this FSP requires comparative disclosures only for periods ending after initial adoption. The Plan has adopted FSP 157-4, see Note 4.

Future Adoption of Accounting Guidance

In January 2010, the FASB issued ASU No. 2010-06, *Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements* (ASU No. 2010-06), which primarily requires new disclosures related to the levels within the fair value hierarchy. An entity will be required to disclose transfers in and out of Level 1 and 2 of the fair value hierarchy, and separately present information related to purchases, sales, issuances and settlements in the reconciliation of fair value measurements classified as Level 3. ASU No. 2010-06 is effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures related to purchases, sales, issuances and settlements for Level 3 fair value measurements, which are effective for reporting periods beginning after December 15, 2010. The Plan will include the disclosures as required by ASU No. 2010-06 in the notes to the Plan’s financial statements effective January 1, 2010, except for the disclosures related to the rollforward of activity in Level 3 fair value measurements, which will be included in the notes to the Plan’s financial statements effective January 1, 2011.

3. Unaudited Financial Information Certified by the Trustee

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the following information included in the accompanying financial statements and supplemental schedule was certified by Vanguard Fiduciary Trust Company, the trustee, as complete and accurate:

- Registered investment companies, retirement savings trust and participant loan investments, as shown in the statements of net assets available for benefits as of December 31, 2009 and 2008.
- Investment activity, including interest and dividend income and net appreciation (depreciation) in fair market value of mutual funds for the years ended December 31, 2009 and 2008, as follows:

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	For the Year Ended December 31,	
	<u>2009</u>	<u>2008</u>
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	\$ 1,317,116	\$(2,267,241)
Interest and dividends	234,468	262,072

- The information for all registered investment companies, the retirement savings trust and participant loans listed in the schedule of assets (held at end of year) as of December 31, 2009 as shown in the supplemental schedule.

During 2009 and 2008, the Plan's investments in mutual funds (including gains and losses on investments bought and sold as well as held during the year) appreciated (depreciated) in value by \$1,317,116 and \$(2,267,241), respectively.

The following presents investments that represent 5 percent or more of the Plan's net assets available for benefits at December 31, 2009:

	<u>2009</u>
Vanguard Retirement Savings Trust*	\$ 1,721,629
Vanguard 500 Index Fund	568,616
Vanguard Explorer Fund	556,371
Vanguard Total Bond Market Index Fund	541,617
Participant Loans	530,209
American Funds Euro Pacific Growth Fund	710,227
Vanguard Morgan Growth Fund	739,129
Vanguard Target Retirement 2020 Fund	635,635
Vanguard Target Retirement 2015 Fund	581,432
Vanguard Target Retirement 2025 Fund	550,445

* Amounts are at contract value. All others reported at fair value.

The following presents investments that represent 5 percent or more of the Plan's net assets available for benefits at December 31, 2008:

	<u>2008</u>
Vanguard Retirement Savings Trust*	\$ 1,782,697
Vanguard Total Bond Market Index Fund	555,466
Participant Loans	491,753
American Funds Euro Pacific Growth Fund	463,291
Vanguard Morgan Growth Fund	445,876
Vanguard Target Retirement 2020 Fund	405,421
Vanguard Target Retirement 2015 Fund	395,466

* Amounts are at contract value. All others reported at fair value.

The Vanguard Retirement Savings Trust invests in high-quality fixed income securities with financial backing from insurance companies and banks. As described in Note 2, the Vanguard Retirement Savings Trust is fully benefit-responsive and therefore contract value is the relevant measurement

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attribute for that portion of net assets available for benefits. Contract value represents contributions made plus interest accrued at the contract rate less withdrawals and administrative expenses. Participants who invest in the Vanguard Retirement Savings Trust agree to limitations imposed by issuers of investment contracts. These limitations include restriction on the timing and amounts, which can be transferred from the Vanguard Retirement Savings Trust to short-term bond funds. Additionally, once money is transferred from the Vanguard Retirement Savings Trust into stock, balanced or bond funds with an average duration of more than four years, the money must remain in the fund for at least 90 days before it can be transferred into a shorter-term bond fund. Money, however, can always be transferred back into the Vanguard Retirement Savings Trust. The average yield was 2.98% and 4.28% for the years ended December 31, 2009 and 2008, respectively.

4. Fair Value Measurements

FASB ASC 820, *Fair Value Measurements and Disclosures* 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 under FASB ASC 820 are described 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 methodologies used for assets measured at fair value. There have been no changes in methodologies used at December 31, 2009 and 2008.

<i>Registered investment companies Retirement Savings Trust</i>	Valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end.
	This common/collective trust fund is comprised of traditional contracts issued by insurance companies and banks, alternative investment contracts, and short-term investments. For traditional investment contracts, fair value is determined by calculating the present value of expected future cash flows for each contract. The fair value for

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alternative investment contracts is determined by aggregating the market value of the underlying investment in Vanguard mutual funds and bond trusts plus the value of the wrap contract, if any. The investments in mutual funds and bond trusts are valued at the net asset value of each fund or trust determined as of the close of the NYSE on the valuation date.

Participant loans: Valued at amortized cost, which approximates fair value.

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 believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2009:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Registered investment company:				
Equity funds	\$ 3,549,623	\$ 0	\$ 0	\$ 3,549,622
Fixed income funds	818,793	0	0	818,793
Target date funds	2,888,331	0	0	2,888,332
Money market funds	47,709	0	0	47,709
Total registered investment company	<u>\$ 7,304,456</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 7,304,456</u>
Retirement Savings Trust	0	1,759,670	0	1,759,670
Participant loans	0	0	530,209	530,209
Total assets at fair value	<u>\$ 7,304,456</u>	<u>\$ 1,759,670</u>	<u>\$ 530,209</u>	<u>\$ 9,594,335</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2008:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Registered investment company:				
Equity funds	\$ 2,125,596	\$ 0	\$ 0	\$ 2,125,596
Fixed income funds	801,425	0	0	801,425
Target date funds	1,755,085	0	0	1,755,085
Total registered investment company	<u>\$ 4,682,106</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 4,682,106</u>
Retirement Savings Trust	0	1,759,985	0	1,759,985
Participant loans	0	0	491,753	491,753
Total assets at fair value	<u>\$ 4,682,106</u>	<u>\$ 1,759,985</u>	<u>\$ 491,753</u>	<u>\$ 6,933,844</u>

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The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the years ended December 31, 2008 and 2009:

	<u>Participant Loans</u>
Balance, beginning of year	\$ 423,358
Realized gains/(losses)	0
Unrealized gains/(losses) relating to instruments still held at the reporting date	0
Purchases, sales, issuances and settlements (net)	<u>68,395</u>
Balance, end of year 2008	\$ 491,753
Realized gains/(losses)	0
Unrealized gains/(losses) relating to instruments still held at the reporting date	0
Purchases, sales, issuances and settlements (net)	<u>38,456</u>
Balance, end of year 2009	<u>\$ 530,209</u>

5. Tax Status

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated May 18, 2001, that the Plan is designed in accordance with the applicable sections of the IRC. The Plan has been amended since receiving the determination letter; however, the plan administrator believes that the Plan continues to be operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

6. Related Party Transactions

Transactions involving participant loans and the funds administered by Vanguard Fiduciary Trust Company, the trustee of the Plan, or its affiliates, are considered party-in-interest transactions. These transactions are not, however, considered prohibited transactions under 29 CFR 408(b) of the ERISA regulations. The Plan also pays to Vanguard Fiduciary Trust Company, the trustee, certain administrative, trustee, recordkeeping, and other expenses.

7. Plan Termination

While it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, payment of plan assets will be made by the Trustee as directed by the plan document and participants will become 100% vested in their accounts.

8. Excess Contributions Payable

Contributions received from participants for 2008 are net of payments of \$5,407 made in February 2009 to certain active participants to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan. These amounts are also included in the Plan's statements of net assets available for benefits as excess contributions payable at December 31, 2008.

**SCA Tissue Hourly 401(k) Plan for
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9. Plan Amendments

During 2008, the Plan was amended, among other things, to provide for an automatic enrollment of salary deferral contributions from payroll deductions of 3%, unless otherwise elected by the participant, and to eliminate the attainment of age 21 in order to become eligible to participate in the Plan.

During 2010, the Plan was amended to update the definitions of covered employee and years of service.

SUPPLEMENTAL SCHEDULE

**SCA Tissue Hourly 401(k) Plan for
Collectively-Bargained Employees at South Glens Falls
Schedule of Assets (Held at End of Year)
As of December 31, 2009**

EIN: 23-3061590 Plan #: 009

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
	Registered investment companies:		
*	American Funds	Euro Pacific Growth Fund; R-4 Shares	\$ 710,227
*	Vanguard	500 Index Fund Investor Shares	568,616
*	Vanguard	Explorer Fund	556,371
*	Vanguard	Extended Market Index Fund Investor Shares	388,295
*	Vanguard	Long-Term Investment Grade Investor Shares	277,176
*	Vanguard	Morgan Growth Fund Investor Shares	739,129
*	Vanguard	PRIMECAP Fund	115,604
*	Vanguard	Prime Money Market Fund	47,709
*	Vanguard	Target Retirement 2005 Fund	47,632
*	Vanguard	Target Retirement 2010 Fund	212,734
*	Vanguard	Target Retirement 2015 Fund	581,432
*	Vanguard	Target Retirement 2020 Fund	635,635
*	Vanguard	Target Retirement 2025 Fund	550,445
*	Vanguard	Target Retirement 2030 Fund	283,250
*	Vanguard	Target Retirement 2035 Fund	205,436
*	Vanguard	Target Retirement 2040 Fund	118,522
*	Vanguard	Target Retirement 2045 Fund	195,260
*	Vanguard	Target Retirement 2050 Fund	53,447
*	Vanguard	Target Retirement Income	4,538
*	Vanguard	Total Bond Market Index Fund	541,617
*	Vanguard	Windsor II Investor Shares	466,328
	Veracity	Small Cap Value Fund; Class R	5,053
	Common/Collective Trust		
*	Vanguard	Retirement Savings Trust**	1,721,629
*	Participant loans	Interest rates ranging from 4.75% to 9.75% Maturities from 2010 to 2014	530,209
		Total investments	<u>\$ 9,556,294</u>

*: Indicates party-in-interest to the Plan

**: Asset listed at contract value

“Cost” is not required as all the investments are participant-directed.

The information in this schedule has been certified as to its completeness and accuracy by Vanguard Fiduciary Trust Company, the Trustee of the Plan.

**SCA Tissue Hourly 401(k) Plan For
Collectively-Bargained Employees at South Glens Falls**

**Financial Statements
As of and For the Years Ended
December 31, 2009 and 2008
And
Supplemental Schedule
As of December 31, 2009**

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Supplemental Information

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- * The supplemental schedule included is presented for purposes of additional analysis and is not a required part of the basic financial statements but is required by the Employee Retirement Income Security Act of 1974 ("ERISA"). Other schedules required by section 2520.103-10 of the Department of Labor Rules and Regulations for reporting and disclosure under ERISA have been omitted because they are not applicable.

INDEPENDENT AUDITORS' REPORT

To the Participants and Plan Administrator of the
SCA Tissue Hourly 401(k) Plan for
Collectively-Bargained Employees at South Glens Falls

We were engaged to audit the financial statements of the SCA Tissue Hourly 401(k) Plan for Collectively-Bargained Employees at South Glens Falls (the "Plan") as of December 31, 2009 and 2008, and for the years then ended and the supplemental schedule as of December 31, 2009 as listed in the accompanying index. These financial statements and supplemental schedule are the responsibility of the Plan's management.

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 Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2009 and 2008, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and 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.

Torrillo + Associates, LLC

October 1, 2010

**SCA Tissue Hourly 401(k) Plan for
Collectively-Bargained Employees at South Glens Falls
Statements of Net Assets Available for Benefits
As of December 31, 2009 and 2008**

	<u>2009</u>	<u>2008</u>
Assets:		
Investments, at fair value:		
Registered investment companies	\$ 7,304,456	\$ 4,682,106
Retirement savings trust	1,759,670	1,759,985
Participant loans	530,209	491,753
Total investments, at fair value	<u>9,594,335</u>	<u>6,933,844</u>
Receivables:		
Participants' contributions	14,513	14,883
Employer's contribution	658,921	760,058
Total receivables	<u>673,434</u>	<u>774,941</u>
Total assets	<u>10,267,769</u>	<u>7,708,785</u>
Liabilities:		
Excess contributions payable	<u>0</u>	<u>5,407</u>
Net assets available for benefits at fair value	<u>10,267,769</u>	<u>7,703,378</u>
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(38,041)</u>	<u>22,712</u>
Net assets available for benefits	<u>\$ 10,229,728</u>	<u>\$ 7,726,090</u>

The accompanying notes are an integral part of these financial statements.

**SCA Tissue Hourly 401(k) Plan for
Collectively-Bargained Employees at South Glens Falls
Statements of Changes in Net Assets Available for Benefits
For the Years Ended December 31, 2009 and 2008**

	<u>2009</u>	<u>2008</u>
Additions (reductions) to net assets attributed to:		
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	\$ 1,317,116	\$ (2,267,241)
Interest and dividends	<u>234,468</u>	<u>262,072</u>
Investment income (loss)	1,551,584	(2,005,169)
Contributions:		
Participants'	523,153	610,304
Employer's	<u>854,309</u>	<u>958,672</u>
Contributions	1,377,462	1,568,976
Asset transfers in	<u>31,561</u>	<u>0</u>
Total additions (reductions)	2,960,607	(436,193)
Deductions from net assets attributed to:		
Benefits paid to participants	237,253	559,300
Asset transfers out	211,811	0
Administrative expenses	<u>7,905</u>	<u>6,656</u>
Total deductions	<u>456,969</u>	<u>565,956</u>
Net increase (decrease)	2,503,638	(1,002,149)
Net assets available for benefits		
Beginning of year	<u>7,726,090</u>	<u>8,728,239</u>
End of year	<u><u>\$ 10,229,728</u></u>	<u><u>\$ 7,726,090</u></u>

The accompanying notes are an integral part of these financial statements.

**SCA Tissue Hourly 401(k) Plan for
Collectively-Bargained Employees at South Glens Falls
Notes to Financial Statements
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1. Description of Plan

The following description of the SCA Tissue Hourly 401(k) Plan for Collectively-Bargained Employees of South Glens Falls (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 contributory defined contribution plan established effective March 31, 1992. The Plan covers hourly paid employees who were former employees of Encore Paper Company, which was acquired by SCA Tissue North America, LLC (the “Company”) and non-salary employees employed at the Company’s South Glens Falls facility. Generally, employees must be twenty-one years or older and have completed ninety days of service to be eligible to participate. Effective October 1, 2008, the requirement to be at least age twenty-one in order to participate in the Plan was eliminated. The Plan’s assets are held by Vanguard Fiduciary Trust Company (the “Trustee”). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

Assets of \$211,811 were transferred into the Plan from the SCA Americas, Inc. Investment and Retirement Plan during 2009. Assets of \$31,561 were transferred out of the Plan to the SCA Americas, Inc. Investment and Retirement Plan during 2009.

Contributions

Participants may elect to contribute up to 25% of compensation, as defined in the Plan document, to a salary deferral account, on a pre-tax basis, subject to Internal Revenue Code (“IRC”) limitations. Participants who are at least 50 years old are eligible to make “catch-up contributions” as defined, up to the IRC limits. Participants may also elect to contribute up to 10% of after-tax compensation, as defined; however, the percentage of after-tax contributions elected by a participant cannot exceed the percentage elected as a salary deferral pre-tax contribution. Effective April 30, 2008, the Plan provides for an automatic enrollment of salary deferral contributions of 3% per payroll period for employees whose employment commencement date is on or after April 30, 2008, unless otherwise elected by the participant. Participants may also contribute qualified distributions from other plans as rollovers into the Plan. The Company makes a Matching Contribution on behalf of participants who have completed 12 months of service in an amount equal to 50% of the first 6% of the participant’s compensation contributed to the Plan. The Company may also contribute an employer profit sharing contribution at its discretion. Any profit sharing amounts made by the Company will be allocated among participants who are employed on the last day of the Plan year. No employer profit sharing contributions were made during 2009 or 2008.

The Plan also provides for the Company to contribute an Employer Contribution amount to the Plan of 5.5% of compensation, as defined.

Investment Options

Participants may direct the investment of their account balances in 1% increments to any of the defined investment options. Participants may change their investment options on a daily basis. All investments are participant-directed.

Participant Accounts

Each participant’s account is credited with the participant’s contribution, the Company’s contribution and allocations of plan earnings. Allocations of earnings are based on account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

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Vesting

Participants have, at all times, a fully vested and non-forfeitable interest in the amount of their voluntary contributions. Vesting in the remainder of their accounts is based on years of continuous service. Participants vest in their employer contributions after three years of credited service. Participants vest in their matching contributions and profit sharing contributions in accordance with the following schedule:

<u>Years of Credited Service</u>	<u>Vested Percentage</u>
Less than 1	0%
1	30%
2	60%
3	100%

Payment of Benefits

In the event of a participant's death, retirement, disability or termination of employment for other reasons, the participant or his beneficiary may elect to receive the entire account balance in either a lump sum or a rollover to an eligible retirement plan, as defined. Account balances which do not exceed \$1,000 will automatically be paid in a lump sum as soon as administratively feasible.

Prior to termination of employment, a participant may withdraw all or a portion of his after-tax rollover account balance. A participant may also withdraw all or a portion of his entire account balance upon attainment of age 59½ or in the case of financial hardship, as defined.

Participant Loans

Participants may borrow from their fund accounts a minimum of \$1,000 equal to the lesser of \$50,000 or 50% of their vested account balances. Loans are payable through payroll deductions over periods ranging from one to five years or up to twenty years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with the prevailing interest rate charged on similar commercial loans, as determined by the plan administrator. Participants are allowed to have no more than two loans outstanding at a time.

Forfeited Accounts

At December 31, 2009 and 2008, forfeited nonvested accounts totaled \$47,635 and \$25,740, respectively. These accounts will first be used to pay expenses of administering the Plan. Any remaining forfeitures shall be reallocated to participant accounts in the same manner as employer matching contributions. No forfeitures were used during 2009.

2. Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan have been prepared using the accrual basis of accounting.

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 the contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits present the fair value of the investment contracts held by the Vanguard Retirement Savings Trust, as

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Notes to Financial Statements
As of and For the Years Ended December 31, 2009 and 2008**

well as the adjustment of the fully benefit-responsive investment contracts held by the Vanguard Retirement Savings Trust from fair value to contract value. The statements of changes in net assets available for benefit include changes in net assets attributable to fully benefit-responsive investment contracts held by the Vanguard Retirement Savings Trust on a contract value basis.

Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America, requires Plan management to make significant estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements and the changes in net assets available for benefits during the reporting period, and, when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported 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. See Note 4 for discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date. Net appreciation or depreciation in the fair value of investments consists of the realized gains or losses and the unrealized appreciation or depreciation of those investments.

Risks and Uncertainties

The Plan's investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the values of investments, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits.

Payments of Benefits

Benefits are recorded when paid.

Administrative Expenses

Loan fees and other participant-specific fees are deducted from participant accounts. The Company pays other administrative expenses of the Plan.

Subsequent Events

The Plan has evaluated subsequent events through October 1, 2010, the date the financial statements were available to be issued.

Recently Issued Accounting Guidance

The Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") was approved by the FASB as the single source of authoritative accounting principles generally accepted in the United States of America for interim and annual periods ending after September 15, 2009. Financial statements issued after September 15, 2009 are required to conform references within the financial statements to the relevant FASB ASC references. Additionally, new guidance issued is now referred to as FASB Accounting Standards Updates ("ASU").

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FASB ASC 855, *Subsequent Events*, became effective for interim and annual periods after June 15, 2009 and establishes general standards of accounting for and disclosure of subsequent events (see above).

In April 2009, the FASB issued FASB Staff Position (“FSP”) FAS 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly*. FSP FAS 157-4 is codified in FASB ASC 820, *Fair Value Measurements and Disclosures*. This FSP provides additional guidance for estimating fair value when the volume and level of activity for the asset or liability have significantly decreased. This FSP also includes guidance on identifying circumstances that indicate a transaction is not orderly. In addition, FSP 157-4 states that certain fair value measurement information must be disclosed by major category of assets and liabilities. For equity and debt securities, major category should be defined as major security type as described in FASB ASC 320, *Investments – Debt and Equity Securities*. This FSP is effective for interim and annual reporting periods ending after June 15, 2009, and should be applied prospectively. This FSP does not require disclosures for earlier periods presented for comparative purposes at initial adoption. In periods after initial adoption, this FSP requires comparative disclosures only for periods ending after initial adoption. The Plan has adopted FSP 157-4, see Note 4.

Future Adoption of Accounting Guidance

In January 2010, the FASB issued ASU No. 2010-06, *Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements* (ASU No. 2010-06), which primarily requires new disclosures related to the levels within the fair value hierarchy. An entity will be required to disclose transfers in and out of Level 1 and 2 of the fair value hierarchy, and separately present information related to purchases, sales, issuances and settlements in the reconciliation of fair value measurements classified as Level 3. ASU No. 2010-06 is effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures related to purchases, sales, issuances and settlements for Level 3 fair value measurements, which are effective for reporting periods beginning after December 15, 2010. The Plan will include the disclosures as required by ASU No. 2010-06 in the notes to the Plan’s financial statements effective January 1, 2010, except for the disclosures related to the rollforward of activity in Level 3 fair value measurements, which will be included in the notes to the Plan’s financial statements effective January 1, 2011.

3. Unaudited Financial Information Certified by the Trustee

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the following information included in the accompanying financial statements and supplemental schedule was certified by Vanguard Fiduciary Trust Company, the trustee, as complete and accurate:

- Registered investment companies, retirement savings trust and participant loan investments, as shown in the statements of net assets available for benefits as of December 31, 2009 and 2008.
- Investment activity, including interest and dividend income and net appreciation (depreciation) in fair market value of mutual funds for the years ended December 31, 2009 and 2008, as follows:

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As of and For the Years Ended December 31, 2009 and 2008**

	For the Year Ended December 31,	
	<u>2009</u>	<u>2008</u>
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	\$ 1,317,116	\$(2,267,241)
Interest and dividends	234,468	262,072

- The information for all registered investment companies, the retirement savings trust and participant loans listed in the schedule of assets (held at end of year) as of December 31, 2009 as shown in the supplemental schedule.

During 2009 and 2008, the Plan's investments in mutual funds (including gains and losses on investments bought and sold as well as held during the year) appreciated (depreciated) in value by \$1,317,116 and \$(2,267,241), respectively.

The following presents investments that represent 5 percent or more of the Plan's net assets available for benefits at December 31, 2009:

	<u>2009</u>
Vanguard Retirement Savings Trust*	\$ 1,721,629
Vanguard 500 Index Fund	568,616
Vanguard Explorer Fund	556,371
Vanguard Total Bond Market Index Fund	541,617
Participant Loans	530,209
American Funds Euro Pacific Growth Fund	710,227
Vanguard Morgan Growth Fund	739,129
Vanguard Target Retirement 2020 Fund	635,635
Vanguard Target Retirement 2015 Fund	581,432
Vanguard Target Retirement 2025 Fund	550,445

* Amounts are at contract value. All others reported at fair value.

The following presents investments that represent 5 percent or more of the Plan's net assets available for benefits at December 31, 2008:

	<u>2008</u>
Vanguard Retirement Savings Trust*	\$ 1,782,697
Vanguard Total Bond Market Index Fund	555,466
Participant Loans	491,753
American Funds Euro Pacific Growth Fund	463,291
Vanguard Morgan Growth Fund	445,876
Vanguard Target Retirement 2020 Fund	405,421
Vanguard Target Retirement 2015 Fund	395,466

* Amounts are at contract value. All others reported at fair value.

The Vanguard Retirement Savings Trust invests in high-quality fixed income securities with financial backing from insurance companies and banks. As described in Note 2, the Vanguard Retirement Savings Trust is fully benefit-responsive and therefore contract value is the relevant measurement

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attribute for that portion of net assets available for benefits. Contract value represents contributions made plus interest accrued at the contract rate less withdrawals and administrative expenses. Participants who invest in the Vanguard Retirement Savings Trust agree to limitations imposed by issuers of investment contracts. These limitations include restriction on the timing and amounts, which can be transferred from the Vanguard Retirement Savings Trust to short-term bond funds. Additionally, once money is transferred from the Vanguard Retirement Savings Trust into stock, balanced or bond funds with an average duration of more than four years, the money must remain in the fund for at least 90 days before it can be transferred into a shorter-term bond fund. Money, however, can always be transferred back into the Vanguard Retirement Savings Trust. The average yield was 2.98% and 4.28% for the years ended December 31, 2009 and 2008, respectively.

4. Fair Value Measurements

FASB ASC 820, *Fair Value Measurements and Disclosures* 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 under FASB ASC 820 are described 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 methodologies used for assets measured at fair value. There have been no changes in methodologies used at December 31, 2009 and 2008.

<i>Registered investment companies Retirement Savings Trust</i>	Valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end.
	This common/collective trust fund is comprised of traditional contracts issued by insurance companies and banks, alternative investment contracts, and short-term investments. For traditional investment contracts, fair value is determined by calculating the present value of expected future cash flows for each contract. The fair value for

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alternative investment contracts is determined by aggregating the market value of the underlying investment in Vanguard mutual funds and bond trusts plus the value of the wrap contract, if any. The investments in mutual funds and bond trusts are valued at the net asset value of each fund or trust determined as of the close of the NYSE on the valuation date.

Participant loans: Valued at amortized cost, which approximates fair value.

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 believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2009:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Registered investment company:				
Equity funds	\$ 3,549,623	\$ 0	\$ 0	\$ 3,549,622
Fixed income funds	818,793	0	0	818,793
Target date funds	2,888,331	0	0	2,888,332
Money market funds	47,709	0	0	47,709
Total registered investment company	<u>\$ 7,304,456</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 7,304,456</u>
Retirement Savings Trust	0	1,759,670	0	1,759,670
Participant loans	0	0	530,209	530,209
Total assets at fair value	<u>\$ 7,304,456</u>	<u>\$ 1,759,670</u>	<u>\$ 530,209</u>	<u>\$ 9,594,335</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2008:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Registered investment company:				
Equity funds	\$ 2,125,596	\$ 0	\$ 0	\$ 2,125,596
Fixed income funds	801,425	0	0	801,425
Target date funds	1,755,085	0	0	1,755,085
Total registered investment company	<u>\$ 4,682,106</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 4,682,106</u>
Retirement Savings Trust	0	1,759,985	0	1,759,985
Participant loans	0	0	491,753	491,753
Total assets at fair value	<u>\$ 4,682,106</u>	<u>\$ 1,759,985</u>	<u>\$ 491,753</u>	<u>\$ 6,933,844</u>

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The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the years ended December 31, 2008 and 2009:

	<u>Participant Loans</u>
Balance, beginning of year	\$ 423,358
Realized gains/(losses)	0
Unrealized gains/(losses) relating to instruments still held at the reporting date	0
Purchases, sales, issuances and settlements (net)	<u>68,395</u>
Balance, end of year 2008	\$ 491,753
Realized gains/(losses)	0
Unrealized gains/(losses) relating to instruments still held at the reporting date	0
Purchases, sales, issuances and settlements (net)	<u>38,456</u>
Balance, end of year 2009	<u>\$ 530,209</u>

5. Tax Status

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated May 18, 2001, that the Plan is designed in accordance with the applicable sections of the IRC. The Plan has been amended since receiving the determination letter; however, the plan administrator believes that the Plan continues to be operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

6. Related Party Transactions

Transactions involving participant loans and the funds administered by Vanguard Fiduciary Trust Company, the trustee of the Plan, or its affiliates, are considered party-in-interest transactions. These transactions are not, however, considered prohibited transactions under 29 CFR 408(b) of the ERISA regulations. The Plan also pays to Vanguard Fiduciary Trust Company, the trustee, certain administrative, trustee, recordkeeping, and other expenses.

7. Plan Termination

While it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, payment of plan assets will be made by the Trustee as directed by the plan document and participants will become 100% vested in their accounts.

8. Excess Contributions Payable

Contributions received from participants for 2008 are net of payments of \$5,407 made in February 2009 to certain active participants to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan. These amounts are also included in the Plan's statements of net assets available for benefits as excess contributions payable at December 31, 2008.

**SCA Tissue Hourly 401(k) Plan for
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9. Plan Amendments

During 2008, the Plan was amended, among other things, to provide for an automatic enrollment of salary deferral contributions from payroll deductions of 3%, unless otherwise elected by the participant, and to eliminate the attainment of age 21 in order to become eligible to participate in the Plan.

During 2010, the Plan was amended to update the definitions of covered employee and years of service.

SUPPLEMENTAL SCHEDULE

**SCA Tissue Hourly 401(k) Plan for
Collectively-Bargained Employees at South Glens Falls
Schedule of Assets (Held at End of Year)
As of December 31, 2009**

EIN: 23-3061590 Plan #: 009

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
	Registered investment companies:		
*	American Funds	Euro Pacific Growth Fund; R-4 Shares	\$ 710,227
*	Vanguard	500 Index Fund Investor Shares	568,616
*	Vanguard	Explorer Fund	556,371
*	Vanguard	Extended Market Index Fund Investor Shares	388,295
*	Vanguard	Long-Term Investment Grade Investor Shares	277,176
*	Vanguard	Morgan Growth Fund Investor Shares	739,129
*	Vanguard	PRIMECAP Fund	115,604
*	Vanguard	Prime Money Market Fund	47,709
*	Vanguard	Target Retirement 2005 Fund	47,632
*	Vanguard	Target Retirement 2010 Fund	212,734
*	Vanguard	Target Retirement 2015 Fund	581,432
*	Vanguard	Target Retirement 2020 Fund	635,635
*	Vanguard	Target Retirement 2025 Fund	550,445
*	Vanguard	Target Retirement 2030 Fund	283,250
*	Vanguard	Target Retirement 2035 Fund	205,436
*	Vanguard	Target Retirement 2040 Fund	118,522
*	Vanguard	Target Retirement 2045 Fund	195,260
*	Vanguard	Target Retirement 2050 Fund	53,447
*	Vanguard	Target Retirement Income	4,538
*	Vanguard	Total Bond Market Index Fund	541,617
*	Vanguard	Windsor II Investor Shares	466,328
	Veracity	Small Cap Value Fund; Class R	5,053
	Common/Collective Trust		
*	Vanguard	Retirement Savings Trust**	1,721,629
*	Participant loans	Interest rates ranging from 4.75% to 9.75% Maturities from 2010 to 2014	530,209
		Total investments	<u>\$ 9,556,294</u>

*: Indicates party-in-interest to the Plan

**: Asset listed at contract value

“Cost” is not required as all the investments are participant-directed.

The information in this schedule has been certified as to its completeness and accuracy by Vanguard Fiduciary Trust Company, the Trustee of the Plan.

**SCA Tissue Hourly 401(k) Plan For
Collectively-Bargained Employees at South Glens Falls**

**Financial Statements
As of and For the Years Ended
December 31, 2009 and 2008
And
Supplemental Schedule
As of December 31, 2009**

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Supplemental Information

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- * The supplemental schedule included is presented for purposes of additional analysis and is not a required part of the basic financial statements but is required by the Employee Retirement Income Security Act of 1974 ("ERISA"). Other schedules required by section 2520.103-10 of the Department of Labor Rules and Regulations for reporting and disclosure under ERISA have been omitted because they are not applicable.

INDEPENDENT AUDITORS' REPORT

To the Participants and Plan Administrator of the
SCA Tissue Hourly 401(k) Plan for
Collectively-Bargained Employees at South Glens Falls

We were engaged to audit the financial statements of the SCA Tissue Hourly 401(k) Plan for Collectively-Bargained Employees at South Glens Falls (the "Plan") as of December 31, 2009 and 2008, and for the years then ended and the supplemental schedule as of December 31, 2009 as listed in the accompanying index. These financial statements and supplemental schedule are the responsibility of the Plan's management.

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 Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2009 and 2008, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and 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.

Torrillo + Associates, LLC

October 1, 2010

**SCA Tissue Hourly 401(k) Plan for
Collectively-Bargained Employees at South Glens Falls
Statements of Net Assets Available for Benefits
As of December 31, 2009 and 2008**

	<u>2009</u>	<u>2008</u>
Assets:		
Investments, at fair value:		
Registered investment companies	\$ 7,304,456	\$ 4,682,106
Retirement savings trust	1,759,670	1,759,985
Participant loans	530,209	491,753
Total investments, at fair value	<u>9,594,335</u>	<u>6,933,844</u>
Receivables:		
Participants' contributions	14,513	14,883
Employer's contribution	658,921	760,058
Total receivables	<u>673,434</u>	<u>774,941</u>
Total assets	<u>10,267,769</u>	<u>7,708,785</u>
Liabilities:		
Excess contributions payable	<u>0</u>	<u>5,407</u>
Net assets available for benefits at fair value	<u>10,267,769</u>	<u>7,703,378</u>
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(38,041)</u>	<u>22,712</u>
Net assets available for benefits	<u>\$ 10,229,728</u>	<u>\$ 7,726,090</u>

The accompanying notes are an integral part of these financial statements.

**SCA Tissue Hourly 401(k) Plan for
Collectively-Bargained Employees at South Glens Falls
Statements of Changes in Net Assets Available for Benefits
For the Years Ended December 31, 2009 and 2008**

	<u>2009</u>	<u>2008</u>
Additions (reductions) to net assets attributed to:		
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	\$ 1,317,116	\$ (2,267,241)
Interest and dividends	234,468	262,072
Investment income (loss)	<u>1,551,584</u>	<u>(2,005,169)</u>
Contributions:		
Participants'	523,153	610,304
Employer's	854,309	958,672
Contributions	<u>1,377,462</u>	<u>1,568,976</u>
Asset transfers in	<u>31,561</u>	<u>0</u>
Total additions (reductions)	2,960,607	(436,193)
Deductions from net assets attributed to:		
Benefits paid to participants	237,253	559,300
Asset transfers out	211,811	0
Administrative expenses	7,905	6,656
Total deductions	<u>456,969</u>	<u>565,956</u>
Net increase (decrease)	2,503,638	(1,002,149)
Net assets available for benefits		
Beginning of year	7,726,090	8,728,239
End of year	<u><u>\$ 10,229,728</u></u>	<u><u>\$ 7,726,090</u></u>

The accompanying notes are an integral part of these financial statements.

**SCA Tissue Hourly 401(k) Plan for
Collectively-Bargained Employees at South Glens Falls
Notes to Financial Statements
As of and For the Years Ended December 31, 2009 and 2008**

1. Description of Plan

The following description of the SCA Tissue Hourly 401(k) Plan for Collectively-Bargained Employees of South Glens Falls (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 contributory defined contribution plan established effective March 31, 1992. The Plan covers hourly paid employees who were former employees of Encore Paper Company, which was acquired by SCA Tissue North America, LLC (the “Company”) and non-salary employees employed at the Company’s South Glens Falls facility. Generally, employees must be twenty-one years or older and have completed ninety days of service to be eligible to participate. Effective October 1, 2008, the requirement to be at least age twenty-one in order to participate in the Plan was eliminated. The Plan’s assets are held by Vanguard Fiduciary Trust Company (the “Trustee”). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

Assets of \$211,811 were transferred into the Plan from the SCA Americas, Inc. Investment and Retirement Plan during 2009. Assets of \$31,561 were transferred out of the Plan to the SCA Americas, Inc. Investment and Retirement Plan during 2009.

Contributions

Participants may elect to contribute up to 25% of compensation, as defined in the Plan document, to a salary deferral account, on a pre-tax basis, subject to Internal Revenue Code (“IRC”) limitations. Participants who are at least 50 years old are eligible to make “catch-up contributions” as defined, up to the IRC limits. Participants may also elect to contribute up to 10% of after-tax compensation, as defined; however, the percentage of after-tax contributions elected by a participant cannot exceed the percentage elected as a salary deferral pre-tax contribution. Effective April 30, 2008, the Plan provides for an automatic enrollment of salary deferral contributions of 3% per payroll period for employees whose employment commencement date is on or after April 30, 2008, unless otherwise elected by the participant. Participants may also contribute qualified distributions from other plans as rollovers into the Plan. The Company makes a Matching Contribution on behalf of participants who have completed 12 months of service in an amount equal to 50% of the first 6% of the participant’s compensation contributed to the Plan. The Company may also contribute an employer profit sharing contribution at its discretion. Any profit sharing amounts made by the Company will be allocated among participants who are employed on the last day of the Plan year. No employer profit sharing contributions were made during 2009 or 2008.

The Plan also provides for the Company to contribute an Employer Contribution amount to the Plan of 5.5% of compensation, as defined.

Investment Options

Participants may direct the investment of their account balances in 1% increments to any of the defined investment options. Participants may change their investment options on a daily basis. All investments are participant-directed.

Participant Accounts

Each participant’s account is credited with the participant’s contribution, the Company’s contribution and allocations of plan earnings. Allocations of earnings are based on account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

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Vesting

Participants have, at all times, a fully vested and non-forfeitable interest in the amount of their voluntary contributions. Vesting in the remainder of their accounts is based on years of continuous service. Participants vest in their employer contributions after three years of credited service. Participants vest in their matching contributions and profit sharing contributions in accordance with the following schedule:

<u>Years of Credited Service</u>	<u>Vested Percentage</u>
Less than 1	0%
1	30%
2	60%
3	100%

Payment of Benefits

In the event of a participant's death, retirement, disability or termination of employment for other reasons, the participant or his beneficiary may elect to receive the entire account balance in either a lump sum or a rollover to an eligible retirement plan, as defined. Account balances which do not exceed \$1,000 will automatically be paid in a lump sum as soon as administratively feasible.

Prior to termination of employment, a participant may withdraw all or a portion of his after-tax rollover account balance. A participant may also withdraw all or a portion of his entire account balance upon attainment of age 59½ or in the case of financial hardship, as defined.

Participant Loans

Participants may borrow from their fund accounts a minimum of \$1,000 equal to the lesser of \$50,000 or 50% of their vested account balances. Loans are payable through payroll deductions over periods ranging from one to five years or up to twenty years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with the prevailing interest rate charged on similar commercial loans, as determined by the plan administrator. Participants are allowed to have no more than two loans outstanding at a time.

Forfeited Accounts

At December 31, 2009 and 2008, forfeited nonvested accounts totaled \$47,635 and \$25,740, respectively. These accounts will first be used to pay expenses of administering the Plan. Any remaining forfeitures shall be reallocated to participant accounts in the same manner as employer matching contributions. No forfeitures were used during 2009.

2. Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan have been prepared using the accrual basis of accounting.

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 the contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits present the fair value of the investment contracts held by the Vanguard Retirement Savings Trust, as

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Notes to Financial Statements
As of and For the Years Ended December 31, 2009 and 2008**

well as the adjustment of the fully benefit-responsive investment contracts held by the Vanguard Retirement Savings Trust from fair value to contract value. The statements of changes in net assets available for benefit include changes in net assets attributable to fully benefit-responsive investment contracts held by the Vanguard Retirement Savings Trust on a contract value basis.

Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America, requires Plan management to make significant estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements and the changes in net assets available for benefits during the reporting period, and, when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported 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. See Note 4 for discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date. Net appreciation or depreciation in the fair value of investments consists of the realized gains or losses and the unrealized appreciation or depreciation of those investments.

Risks and Uncertainties

The Plan's investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the values of investments, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits.

Payments of Benefits

Benefits are recorded when paid.

Administrative Expenses

Loan fees and other participant-specific fees are deducted from participant accounts. The Company pays other administrative expenses of the Plan.

Subsequent Events

The Plan has evaluated subsequent events through October 1, 2010, the date the financial statements were available to be issued.

Recently Issued Accounting Guidance

The Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") was approved by the FASB as the single source of authoritative accounting principles generally accepted in the United States of America for interim and annual periods ending after September 15, 2009. Financial statements issued after September 15, 2009 are required to conform references within the financial statements to the relevant FASB ASC references. Additionally, new guidance issued is now referred to as FASB Accounting Standards Updates ("ASU").

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FASB ASC 855, *Subsequent Events*, became effective for interim and annual periods after June 15, 2009 and establishes general standards of accounting for and disclosure of subsequent events (see above).

In April 2009, the FASB issued FASB Staff Position (“FSP”) FAS 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly*. FSP FAS 157-4 is codified in FASB ASC 820, *Fair Value Measurements and Disclosures*. This FSP provides additional guidance for estimating fair value when the volume and level of activity for the asset or liability have significantly decreased. This FSP also includes guidance on identifying circumstances that indicate a transaction is not orderly. In addition, FSP 157-4 states that certain fair value measurement information must be disclosed by major category of assets and liabilities. For equity and debt securities, major category should be defined as major security type as described in FASB ASC 320, *Investments – Debt and Equity Securities*. This FSP is effective for interim and annual reporting periods ending after June 15, 2009, and should be applied prospectively. This FSP does not require disclosures for earlier periods presented for comparative purposes at initial adoption. In periods after initial adoption, this FSP requires comparative disclosures only for periods ending after initial adoption. The Plan has adopted FSP 157-4, see Note 4.

Future Adoption of Accounting Guidance

In January 2010, the FASB issued ASU No. 2010-06, *Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements* (ASU No. 2010-06), which primarily requires new disclosures related to the levels within the fair value hierarchy. An entity will be required to disclose transfers in and out of Level 1 and 2 of the fair value hierarchy, and separately present information related to purchases, sales, issuances and settlements in the reconciliation of fair value measurements classified as Level 3. ASU No. 2010-06 is effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures related to purchases, sales, issuances and settlements for Level 3 fair value measurements, which are effective for reporting periods beginning after December 15, 2010. The Plan will include the disclosures as required by ASU No. 2010-06 in the notes to the Plan’s financial statements effective January 1, 2010, except for the disclosures related to the rollforward of activity in Level 3 fair value measurements, which will be included in the notes to the Plan’s financial statements effective January 1, 2011.

3. Unaudited Financial Information Certified by the Trustee

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the following information included in the accompanying financial statements and supplemental schedule was certified by Vanguard Fiduciary Trust Company, the trustee, as complete and accurate:

- Registered investment companies, retirement savings trust and participant loan investments, as shown in the statements of net assets available for benefits as of December 31, 2009 and 2008.
- Investment activity, including interest and dividend income and net appreciation (depreciation) in fair market value of mutual funds for the years ended December 31, 2009 and 2008, as follows:

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Collectively-Bargained Employees at South Glens Falls
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As of and For the Years Ended December 31, 2009 and 2008**

	For the Year Ended December 31,	
	<u>2009</u>	<u>2008</u>
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	\$ 1,317,116	\$(2,267,241)
Interest and dividends	234,468	262,072

- The information for all registered investment companies, the retirement savings trust and participant loans listed in the schedule of assets (held at end of year) as of December 31, 2009 as shown in the supplemental schedule.

During 2009 and 2008, the Plan's investments in mutual funds (including gains and losses on investments bought and sold as well as held during the year) appreciated (depreciated) in value by \$1,317,116 and \$(2,267,241), respectively.

The following presents investments that represent 5 percent or more of the Plan's net assets available for benefits at December 31, 2009:

	<u>2009</u>
Vanguard Retirement Savings Trust*	\$ 1,721,629
Vanguard 500 Index Fund	568,616
Vanguard Explorer Fund	556,371
Vanguard Total Bond Market Index Fund	541,617
Participant Loans	530,209
American Funds Euro Pacific Growth Fund	710,227
Vanguard Morgan Growth Fund	739,129
Vanguard Target Retirement 2020 Fund	635,635
Vanguard Target Retirement 2015 Fund	581,432
Vanguard Target Retirement 2025 Fund	550,445

* Amounts are at contract value. All others reported at fair value.

The following presents investments that represent 5 percent or more of the Plan's net assets available for benefits at December 31, 2008:

	<u>2008</u>
Vanguard Retirement Savings Trust*	\$ 1,782,697
Vanguard Total Bond Market Index Fund	555,466
Participant Loans	491,753
American Funds Euro Pacific Growth Fund	463,291
Vanguard Morgan Growth Fund	445,876
Vanguard Target Retirement 2020 Fund	405,421
Vanguard Target Retirement 2015 Fund	395,466

* Amounts are at contract value. All others reported at fair value.

The Vanguard Retirement Savings Trust invests in high-quality fixed income securities with financial backing from insurance companies and banks. As described in Note 2, the Vanguard Retirement Savings Trust is fully benefit-responsive and therefore contract value is the relevant measurement

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attribute for that portion of net assets available for benefits. Contract value represents contributions made plus interest accrued at the contract rate less withdrawals and administrative expenses. Participants who invest in the Vanguard Retirement Savings Trust agree to limitations imposed by issuers of investment contracts. These limitations include restriction on the timing and amounts, which can be transferred from the Vanguard Retirement Savings Trust to short-term bond funds. Additionally, once money is transferred from the Vanguard Retirement Savings Trust into stock, balanced or bond funds with an average duration of more than four years, the money must remain in the fund for at least 90 days before it can be transferred into a shorter-term bond fund. Money, however, can always be transferred back into the Vanguard Retirement Savings Trust. The average yield was 2.98% and 4.28% for the years ended December 31, 2009 and 2008, respectively.

4. Fair Value Measurements

FASB ASC 820, *Fair Value Measurements and Disclosures* 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 under FASB ASC 820 are described 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 methodologies used for assets measured at fair value. There have been no changes in methodologies used at December 31, 2009 and 2008.

<i>Registered investment companies Retirement Savings Trust</i>	Valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end.
	This common/collective trust fund is comprised of traditional contracts issued by insurance companies and banks, alternative investment contracts, and short-term investments. For traditional investment contracts, fair value is determined by calculating the present value of expected future cash flows for each contract. The fair value for

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alternative investment contracts is determined by aggregating the market value of the underlying investment in Vanguard mutual funds and bond trusts plus the value of the wrap contract, if any. The investments in mutual funds and bond trusts are valued at the net asset value of each fund or trust determined as of the close of the NYSE on the valuation date.

Participant loans: Valued at amortized cost, which approximates fair value.

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 believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2009:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Registered investment company:				
Equity funds	\$ 3,549,623	\$ 0	\$ 0	\$ 3,549,622
Fixed income funds	818,793	0	0	818,793
Target date funds	2,888,331	0	0	2,888,332
Money market funds	47,709	0	0	47,709
Total registered investment company	<u>\$ 7,304,456</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 7,304,456</u>
Retirement Savings Trust	0	1,759,670	0	1,759,670
Participant loans	0	0	530,209	530,209
Total assets at fair value	<u>\$ 7,304,456</u>	<u>\$ 1,759,670</u>	<u>\$ 530,209</u>	<u>\$ 9,594,335</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2008:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Registered investment company:				
Equity funds	\$ 2,125,596	\$ 0	\$ 0	\$ 2,125,596
Fixed income funds	801,425	0	0	801,425
Target date funds	1,755,085	0	0	1,755,085
Total registered investment company	<u>\$ 4,682,106</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 4,682,106</u>
Retirement Savings Trust	0	1,759,985	0	1,759,985
Participant loans	0	0	491,753	491,753
Total assets at fair value	<u>\$ 4,682,106</u>	<u>\$ 1,759,985</u>	<u>\$ 491,753</u>	<u>\$ 6,933,844</u>

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The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the years ended December 31, 2008 and 2009:

	<u>Participant Loans</u>
Balance, beginning of year	\$ 423,358
Realized gains/(losses)	0
Unrealized gains/(losses) relating to instruments still held at the reporting date	0
Purchases, sales, issuances and settlements (net)	68,395
Balance, end of year 2008	<u>\$ 491,753</u>
Realized gains/(losses)	0
Unrealized gains/(losses) relating to instruments still held at the reporting date	0
Purchases, sales, issuances and settlements (net)	38,456
Balance, end of year 2009	<u>\$ 530,209</u>

5. Tax Status

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated May 18, 2001, that the Plan is designed in accordance with the applicable sections of the IRC. The Plan has been amended since receiving the determination letter; however, the plan administrator believes that the Plan continues to be operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

6. Related Party Transactions

Transactions involving participant loans and the funds administered by Vanguard Fiduciary Trust Company, the trustee of the Plan, or its affiliates, are considered party-in-interest transactions. These transactions are not, however, considered prohibited transactions under 29 CFR 408(b) of the ERISA regulations. The Plan also pays to Vanguard Fiduciary Trust Company, the trustee, certain administrative, trustee, recordkeeping, and other expenses.

7. Plan Termination

While it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, payment of plan assets will be made by the Trustee as directed by the plan document and participants will become 100% vested in their accounts.

8. Excess Contributions Payable

Contributions received from participants for 2008 are net of payments of \$5,407 made in February 2009 to certain active participants to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan. These amounts are also included in the Plan's statements of net assets available for benefits as excess contributions payable at December 31, 2008.

**SCA Tissue Hourly 401(k) Plan for
Collectively-Bargained Employees at South Glens Falls
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9. Plan Amendments

During 2008, the Plan was amended, among other things, to provide for an automatic enrollment of salary deferral contributions from payroll deductions of 3%, unless otherwise elected by the participant, and to eliminate the attainment of age 21 in order to become eligible to participate in the Plan.

During 2010, the Plan was amended to update the definitions of covered employee and years of service.

SUPPLEMENTAL SCHEDULE

**SCA Tissue Hourly 401(k) Plan for
Collectively-Bargained Employees at South Glens Falls
Schedule of Assets (Held at End of Year)
As of December 31, 2009**

EIN: 23-3061590 Plan #: 009

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
	Registered investment companies:		
*	American Funds	Euro Pacific Growth Fund; R-4 Shares	\$ 710,227
*	Vanguard	500 Index Fund Investor Shares	568,616
*	Vanguard	Explorer Fund	556,371
*	Vanguard	Extended Market Index Fund Investor Shares	388,295
*	Vanguard	Long-Term Investment Grade Investor Shares	277,176
*	Vanguard	Morgan Growth Fund Investor Shares	739,129
*	Vanguard	PRIMECAP Fund	115,604
*	Vanguard	Prime Money Market Fund	47,709
*	Vanguard	Target Retirement 2005 Fund	47,632
*	Vanguard	Target Retirement 2010 Fund	212,734
*	Vanguard	Target Retirement 2015 Fund	581,432
*	Vanguard	Target Retirement 2020 Fund	635,635
*	Vanguard	Target Retirement 2025 Fund	550,445
*	Vanguard	Target Retirement 2030 Fund	283,250
*	Vanguard	Target Retirement 2035 Fund	205,436
*	Vanguard	Target Retirement 2040 Fund	118,522
*	Vanguard	Target Retirement 2045 Fund	195,260
*	Vanguard	Target Retirement 2050 Fund	53,447
*	Vanguard	Target Retirement Income	4,538
*	Vanguard	Total Bond Market Index Fund	541,617
*	Vanguard	Windsor II Investor Shares	466,328
	Veracity	Small Cap Value Fund; Class R	5,053
	Common/Collective Trust		
*	Vanguard	Retirement Savings Trust**	1,721,629
*	Participant loans	Interest rates ranging from 4.75% to 9.75% Maturities from 2010 to 2014	530,209
		Total investments	<u>\$ 9,556,294</u>

*: Indicates party-in-interest to the Plan

**: Asset listed at contract value

“Cost” is not required as all the investments are participant-directed.

The information in this schedule has been certified as to its completeness and accuracy by Vanguard Fiduciary Trust Company, the Trustee of the Plan.

**SCA Tissue Hourly 401(k) Plan For
Collectively-Bargained Employees at South Glens Falls**

**Financial Statements
As of and For the Years Ended
December 31, 2009 and 2008
And
Supplemental Schedule
As of December 31, 2009**

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Supplemental Information

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- * The supplemental schedule included is presented for purposes of additional analysis and is not a required part of the basic financial statements but is required by the Employee Retirement Income Security Act of 1974 ("ERISA"). Other schedules required by section 2520.103-10 of the Department of Labor Rules and Regulations for reporting and disclosure under ERISA have been omitted because they are not applicable.

INDEPENDENT AUDITORS' REPORT

To the Participants and Plan Administrator of the
SCA Tissue Hourly 401(k) Plan for
Collectively-Bargained Employees at South Glens Falls

We were engaged to audit the financial statements of the SCA Tissue Hourly 401(k) Plan for Collectively-Bargained Employees at South Glens Falls (the "Plan") as of December 31, 2009 and 2008, and for the years then ended and the supplemental schedule as of December 31, 2009 as listed in the accompanying index. These financial statements and supplemental schedule are the responsibility of the Plan's management.

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 Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2009 and 2008, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and 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.



October 1, 2010

**SCA Tissue Hourly 401(k) Plan for
Collectively-Bargained Employees at South Glens Falls
Statements of Net Assets Available for Benefits
As of December 31, 2009 and 2008**

	<u>2009</u>	<u>2008</u>
Assets:		
Investments, at fair value:		
Registered investment companies	\$ 7,304,456	\$ 4,682,106
Retirement savings trust	1,759,670	1,759,985
Participant loans	530,209	491,753
Total investments, at fair value	<u>9,594,335</u>	<u>6,933,844</u>
Receivables:		
Participants' contributions	14,513	14,883
Employer's contribution	658,921	760,058
Total receivables	<u>673,434</u>	<u>774,941</u>
Total assets	<u>10,267,769</u>	<u>7,708,785</u>
Liabilities:		
Excess contributions payable	<u>0</u>	<u>5,407</u>
Net assets available for benefits at fair value	<u>10,267,769</u>	<u>7,703,378</u>
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(38,041)</u>	<u>22,712</u>
Net assets available for benefits	<u>\$ 10,229,728</u>	<u>\$ 7,726,090</u>

The accompanying notes are an integral part of these financial statements.

**SCA Tissue Hourly 401(k) Plan for
Collectively-Bargained Employees at South Glens Falls
Statements of Changes in Net Assets Available for Benefits
For the Years Ended December 31, 2009 and 2008**

	<u>2009</u>	<u>2008</u>
Additions (reductions) to net assets attributed to:		
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	\$ 1,317,116	\$ (2,267,241)
Interest and dividends	<u>234,468</u>	<u>262,072</u>
Investment income (loss)	1,551,584	(2,005,169)
Contributions:		
Participants'	523,153	610,304
Employer's	<u>854,309</u>	<u>958,672</u>
Contributions	1,377,462	1,568,976
Asset transfers in	<u>31,561</u>	<u>0</u>
Total additions (reductions)	2,960,607	(436,193)
Deductions from net assets attributed to:		
Benefits paid to participants	237,253	559,300
Asset transfers out	211,811	0
Administrative expenses	<u>7,905</u>	<u>6,656</u>
Total deductions	<u>456,969</u>	<u>565,956</u>
Net increase (decrease)	2,503,638	(1,002,149)
Net assets available for benefits		
Beginning of year	<u>7,726,090</u>	<u>8,728,239</u>
End of year	<u><u>\$ 10,229,728</u></u>	<u><u>\$ 7,726,090</u></u>

The accompanying notes are an integral part of these financial statements.

**SCA Tissue Hourly 401(k) Plan for
Collectively-Bargained Employees at South Glens Falls
Notes to Financial Statements
As of and For the Years Ended December 31, 2009 and 2008**

1. Description of Plan

The following description of the SCA Tissue Hourly 401(k) Plan for Collectively-Bargained Employees of South Glens Falls (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 contributory defined contribution plan established effective March 31, 1992. The Plan covers hourly paid employees who were former employees of Encore Paper Company, which was acquired by SCA Tissue North America, LLC (the “Company”) and non-salary employees employed at the Company’s South Glens Falls facility. Generally, employees must be twenty-one years or older and have completed ninety days of service to be eligible to participate. Effective October 1, 2008, the requirement to be at least age twenty-one in order to participate in the Plan was eliminated. The Plan’s assets are held by Vanguard Fiduciary Trust Company (the “Trustee”). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

Assets of \$211,811 were transferred into the Plan from the SCA Americas, Inc. Investment and Retirement Plan during 2009. Assets of \$31,561 were transferred out of the Plan to the SCA Americas, Inc. Investment and Retirement Plan during 2009.

Contributions

Participants may elect to contribute up to 25% of compensation, as defined in the Plan document, to a salary deferral account, on a pre-tax basis, subject to Internal Revenue Code (“IRC”) limitations. Participants who are at least 50 years old are eligible to make “catch-up contributions” as defined, up to the IRC limits. Participants may also elect to contribute up to 10% of after-tax compensation, as defined; however, the percentage of after-tax contributions elected by a participant cannot exceed the percentage elected as a salary deferral pre-tax contribution. Effective April 30, 2008, the Plan provides for an automatic enrollment of salary deferral contributions of 3% per payroll period for employees whose employment commencement date is on or after April 30, 2008, unless otherwise elected by the participant. Participants may also contribute qualified distributions from other plans as rollovers into the Plan. The Company makes a Matching Contribution on behalf of participants who have completed 12 months of service in an amount equal to 50% of the first 6% of the participant’s compensation contributed to the Plan. The Company may also contribute an employer profit sharing contribution at its discretion. Any profit sharing amounts made by the Company will be allocated among participants who are employed on the last day of the Plan year. No employer profit sharing contributions were made during 2009 or 2008.

The Plan also provides for the Company to contribute an Employer Contribution amount to the Plan of 5.5% of compensation, as defined.

Investment Options

Participants may direct the investment of their account balances in 1% increments to any of the defined investment options. Participants may change their investment options on a daily basis. All investments are participant-directed.

Participant Accounts

Each participant’s account is credited with the participant’s contribution, the Company’s contribution and allocations of plan earnings. Allocations of earnings are based on account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

**SCA Tissue Hourly 401(k) Plan for
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Vesting

Participants have, at all times, a fully vested and non-forfeitable interest in the amount of their voluntary contributions. Vesting in the remainder of their accounts is based on years of continuous service. Participants vest in their employer contributions after three years of credited service. Participants vest in their matching contributions and profit sharing contributions in accordance with the following schedule:

<u>Years of Credited Service</u>	<u>Vested Percentage</u>
Less than 1	0%
1	30%
2	60%
3	100%

Payment of Benefits

In the event of a participant's death, retirement, disability or termination of employment for other reasons, the participant or his beneficiary may elect to receive the entire account balance in either a lump sum or a rollover to an eligible retirement plan, as defined. Account balances which do not exceed \$1,000 will automatically be paid in a lump sum as soon as administratively feasible.

Prior to termination of employment, a participant may withdraw all or a portion of his after-tax rollover account balance. A participant may also withdraw all or a portion of his entire account balance upon attainment of age 59½ or in the case of financial hardship, as defined.

Participant Loans

Participants may borrow from their fund accounts a minimum of \$1,000 equal to the lesser of \$50,000 or 50% of their vested account balances. Loans are payable through payroll deductions over periods ranging from one to five years or up to twenty years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with the prevailing interest rate charged on similar commercial loans, as determined by the plan administrator. Participants are allowed to have no more than two loans outstanding at a time.

Forfeited Accounts

At December 31, 2009 and 2008, forfeited nonvested accounts totaled \$47,635 and \$25,740, respectively. These accounts will first be used to pay expenses of administering the Plan. Any remaining forfeitures shall be reallocated to participant accounts in the same manner as employer matching contributions. No forfeitures were used during 2009.

2. Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan have been prepared using the accrual basis of accounting.

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 the contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits present the fair value of the investment contracts held by the Vanguard Retirement Savings Trust, as

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Notes to Financial Statements
As of and For the Years Ended December 31, 2009 and 2008**

well as the adjustment of the fully benefit-responsive investment contracts held by the Vanguard Retirement Savings Trust from fair value to contract value. The statements of changes in net assets available for benefit include changes in net assets attributable to fully benefit-responsive investment contracts held by the Vanguard Retirement Savings Trust on a contract value basis.

Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America, requires Plan management to make significant estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements and the changes in net assets available for benefits during the reporting period, and, when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported 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. See Note 4 for discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date. Net appreciation or depreciation in the fair value of investments consists of the realized gains or losses and the unrealized appreciation or depreciation of those investments.

Risks and Uncertainties

The Plan's investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the values of investments, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits.

Payments of Benefits

Benefits are recorded when paid.

Administrative Expenses

Loan fees and other participant-specific fees are deducted from participant accounts. The Company pays other administrative expenses of the Plan.

Subsequent Events

The Plan has evaluated subsequent events through October 1, 2010, the date the financial statements were available to be issued.

Recently Issued Accounting Guidance

The Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") was approved by the FASB as the single source of authoritative accounting principles generally accepted in the United States of America for interim and annual periods ending after September 15, 2009. Financial statements issued after September 15, 2009 are required to conform references within the financial statements to the relevant FASB ASC references. Additionally, new guidance issued is now referred to as FASB Accounting Standards Updates ("ASU").

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FASB ASC 855, *Subsequent Events*, became effective for interim and annual periods after June 15, 2009 and establishes general standards of accounting for and disclosure of subsequent events (see above).

In April 2009, the FASB issued FASB Staff Position (“FSP”) FAS 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly*. FSP FAS 157-4 is codified in FASB ASC 820, *Fair Value Measurements and Disclosures*. This FSP provides additional guidance for estimating fair value when the volume and level of activity for the asset or liability have significantly decreased. This FSP also includes guidance on identifying circumstances that indicate a transaction is not orderly. In addition, FSP 157-4 states that certain fair value measurement information must be disclosed by major category of assets and liabilities. For equity and debt securities, major category should be defined as major security type as described in FASB ASC 320, *Investments – Debt and Equity Securities*. This FSP is effective for interim and annual reporting periods ending after June 15, 2009, and should be applied prospectively. This FSP does not require disclosures for earlier periods presented for comparative purposes at initial adoption. In periods after initial adoption, this FSP requires comparative disclosures only for periods ending after initial adoption. The Plan has adopted FSP 157-4, see Note 4.

Future Adoption of Accounting Guidance

In January 2010, the FASB issued ASU No. 2010-06, *Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements* (ASU No. 2010-06), which primarily requires new disclosures related to the levels within the fair value hierarchy. An entity will be required to disclose transfers in and out of Level 1 and 2 of the fair value hierarchy, and separately present information related to purchases, sales, issuances and settlements in the reconciliation of fair value measurements classified as Level 3. ASU No. 2010-06 is effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures related to purchases, sales, issuances and settlements for Level 3 fair value measurements, which are effective for reporting periods beginning after December 15, 2010. The Plan will include the disclosures as required by ASU No. 2010-06 in the notes to the Plan’s financial statements effective January 1, 2010, except for the disclosures related to the rollforward of activity in Level 3 fair value measurements, which will be included in the notes to the Plan’s financial statements effective January 1, 2011.

3. Unaudited Financial Information Certified by the Trustee

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the following information included in the accompanying financial statements and supplemental schedule was certified by Vanguard Fiduciary Trust Company, the trustee, as complete and accurate:

- Registered investment companies, retirement savings trust and participant loan investments, as shown in the statements of net assets available for benefits as of December 31, 2009 and 2008.
- Investment activity, including interest and dividend income and net appreciation (depreciation) in fair market value of mutual funds for the years ended December 31, 2009 and 2008, as follows:

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Notes to Financial Statements
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	For the Year Ended December 31,	
	<u>2009</u>	<u>2008</u>
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	\$ 1,317,116	\$(2,267,241)
Interest and dividends	234,468	262,072

- The information for all registered investment companies, the retirement savings trust and participant loans listed in the schedule of assets (held at end of year) as of December 31, 2009 as shown in the supplemental schedule.

During 2009 and 2008, the Plan's investments in mutual funds (including gains and losses on investments bought and sold as well as held during the year) appreciated (depreciated) in value by \$1,317,116 and \$(2,267,241), respectively.

The following presents investments that represent 5 percent or more of the Plan's net assets available for benefits at December 31, 2009:

	<u>2009</u>
Vanguard Retirement Savings Trust*	\$ 1,721,629
Vanguard 500 Index Fund	568,616
Vanguard Explorer Fund	556,371
Vanguard Total Bond Market Index Fund	541,617
Participant Loans	530,209
American Funds Euro Pacific Growth Fund	710,227
Vanguard Morgan Growth Fund	739,129
Vanguard Target Retirement 2020 Fund	635,635
Vanguard Target Retirement 2015 Fund	581,432
Vanguard Target Retirement 2025 Fund	550,445

* Amounts are at contract value. All others reported at fair value.

The following presents investments that represent 5 percent or more of the Plan's net assets available for benefits at December 31, 2008:

	<u>2008</u>
Vanguard Retirement Savings Trust*	\$ 1,782,697
Vanguard Total Bond Market Index Fund	555,466
Participant Loans	491,753
American Funds Euro Pacific Growth Fund	463,291
Vanguard Morgan Growth Fund	445,876
Vanguard Target Retirement 2020 Fund	405,421
Vanguard Target Retirement 2015 Fund	395,466

* Amounts are at contract value. All others reported at fair value.

The Vanguard Retirement Savings Trust invests in high-quality fixed income securities with financial backing from insurance companies and banks. As described in Note 2, the Vanguard Retirement Savings Trust is fully benefit-responsive and therefore contract value is the relevant measurement

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attribute for that portion of net assets available for benefits. Contract value represents contributions made plus interest accrued at the contract rate less withdrawals and administrative expenses. Participants who invest in the Vanguard Retirement Savings Trust agree to limitations imposed by issuers of investment contracts. These limitations include restriction on the timing and amounts, which can be transferred from the Vanguard Retirement Savings Trust to short-term bond funds. Additionally, once money is transferred from the Vanguard Retirement Savings Trust into stock, balanced or bond funds with an average duration of more than four years, the money must remain in the fund for at least 90 days before it can be transferred into a shorter-term bond fund. Money, however, can always be transferred back into the Vanguard Retirement Savings Trust. The average yield was 2.98% and 4.28% for the years ended December 31, 2009 and 2008, respectively.

4. Fair Value Measurements

FASB ASC 820, *Fair Value Measurements and Disclosures* 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 under FASB ASC 820 are described 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 methodologies used for assets measured at fair value. There have been no changes in methodologies used at December 31, 2009 and 2008.

<i>Registered investment companies Retirement Savings Trust</i>	Valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end.
	This common/collective trust fund is comprised of traditional contracts issued by insurance companies and banks, alternative investment contracts, and short-term investments. For traditional investment contracts, fair value is determined by calculating the present value of expected future cash flows for each contract. The fair value for

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alternative investment contracts is determined by aggregating the market value of the underlying investment in Vanguard mutual funds and bond trusts plus the value of the wrap contract, if any. The investments in mutual funds and bond trusts are valued at the net asset value of each fund or trust determined as of the close of the NYSE on the valuation date.

Participant loans: Valued at amortized cost, which approximates fair value.

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 believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2009:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Registered investment company:				
Equity funds	\$ 3,549,623	\$ 0	\$ 0	\$ 3,549,622
Fixed income funds	818,793	0	0	818,793
Target date funds	2,888,331	0	0	2,888,332
Money market funds	47,709	0	0	47,709
Total registered investment company	<u>\$ 7,304,456</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 7,304,456</u>
Retirement Savings Trust	0	1,759,670	0	1,759,670
Participant loans	0	0	530,209	530,209
Total assets at fair value	<u>\$ 7,304,456</u>	<u>\$ 1,759,670</u>	<u>\$ 530,209</u>	<u>\$ 9,594,335</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2008:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Registered investment company:				
Equity funds	\$ 2,125,596	\$ 0	\$ 0	\$ 2,125,596
Fixed income funds	801,425	0	0	801,425
Target date funds	1,755,085	0	0	1,755,085
Total registered investment company	<u>\$ 4,682,106</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 4,682,106</u>
Retirement Savings Trust	0	1,759,985	0	1,759,985
Participant loans	0	0	491,753	491,753
Total assets at fair value	<u>\$ 4,682,106</u>	<u>\$ 1,759,985</u>	<u>\$ 491,753</u>	<u>\$ 6,933,844</u>

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The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the years ended December 31, 2008 and 2009:

	<u>Participant Loans</u>
Balance, beginning of year	\$ 423,358
Realized gains/(losses)	0
Unrealized gains/(losses) relating to instruments still held at the reporting date	0
Purchases, sales, issuances and settlements (net)	68,395
Balance, end of year 2008	<u>\$ 491,753</u>
Realized gains/(losses)	0
Unrealized gains/(losses) relating to instruments still held at the reporting date	0
Purchases, sales, issuances and settlements (net)	38,456
Balance, end of year 2009	<u>\$ 530,209</u>

5. Tax Status

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated May 18, 2001, that the Plan is designed in accordance with the applicable sections of the IRC. The Plan has been amended since receiving the determination letter; however, the plan administrator believes that the Plan continues to be operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

6. Related Party Transactions

Transactions involving participant loans and the funds administered by Vanguard Fiduciary Trust Company, the trustee of the Plan, or its affiliates, are considered party-in-interest transactions. These transactions are not, however, considered prohibited transactions under 29 CFR 408(b) of the ERISA regulations. The Plan also pays to Vanguard Fiduciary Trust Company, the trustee, certain administrative, trustee, recordkeeping, and other expenses.

7. Plan Termination

While it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, payment of plan assets will be made by the Trustee as directed by the plan document and participants will become 100% vested in their accounts.

8. Excess Contributions Payable

Contributions received from participants for 2008 are net of payments of \$5,407 made in February 2009 to certain active participants to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan. These amounts are also included in the Plan's statements of net assets available for benefits as excess contributions payable at December 31, 2008.

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9. Plan Amendments

During 2008, the Plan was amended, among other things, to provide for an automatic enrollment of salary deferral contributions from payroll deductions of 3%, unless otherwise elected by the participant, and to eliminate the attainment of age 21 in order to become eligible to participate in the Plan.

During 2010, the Plan was amended to update the definitions of covered employee and years of service.

SUPPLEMENTAL SCHEDULE

**SCA Tissue Hourly 401(k) Plan for
Collectively-Bargained Employees at South Glens Falls
Schedule of Assets (Held at End of Year)
As of December 31, 2009**

EIN: 23-3061590 Plan #: 009

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
	Registered investment companies:		
*	American Funds	Euro Pacific Growth Fund; R-4 Shares	\$ 710,227
*	Vanguard	500 Index Fund Investor Shares	568,616
*	Vanguard	Explorer Fund	556,371
*	Vanguard	Extended Market Index Fund Investor Shares	388,295
*	Vanguard	Long-Term Investment Grade Investor Shares	277,176
*	Vanguard	Morgan Growth Fund Investor Shares	739,129
*	Vanguard	PRIMECAP Fund	115,604
*	Vanguard	Prime Money Market Fund	47,709
*	Vanguard	Target Retirement 2005 Fund	47,632
*	Vanguard	Target Retirement 2010 Fund	212,734
*	Vanguard	Target Retirement 2015 Fund	581,432
*	Vanguard	Target Retirement 2020 Fund	635,635
*	Vanguard	Target Retirement 2025 Fund	550,445
*	Vanguard	Target Retirement 2030 Fund	283,250
*	Vanguard	Target Retirement 2035 Fund	205,436
*	Vanguard	Target Retirement 2040 Fund	118,522
*	Vanguard	Target Retirement 2045 Fund	195,260
*	Vanguard	Target Retirement 2050 Fund	53,447
*	Vanguard	Target Retirement Income	4,538
*	Vanguard	Total Bond Market Index Fund	541,617
*	Vanguard	Windsor II Investor Shares	466,328
	Veracity	Small Cap Value Fund; Class R	5,053
	Common/Collective Trust		
*	Vanguard	Retirement Savings Trust**	1,721,629
*	Participant loans	Interest rates ranging from 4.75% to 9.75% Maturities from 2010 to 2014	530,209
		Total investments	<u>\$ 9,556,294</u>

*: Indicates party-in-interest to the Plan

**: Asset listed at contract value

“Cost” is not required as all the investments are participant-directed.

The information in this schedule has been certified as to its completeness and accuracy by Vanguard Fiduciary Trust Company, the Trustee of the Plan.

**SCA Tissue Hourly 401(k) Plan For
Collectively-Bargained Employees at South Glens Falls**

**Financial Statements
As of and For the Years Ended
December 31, 2009 and 2008
And
Supplemental Schedule
As of December 31, 2009**

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Supplemental Information

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- * The supplemental schedule included is presented for purposes of additional analysis and is not a required part of the basic financial statements but is required by the Employee Retirement Income Security Act of 1974 ("ERISA"). Other schedules required by section 2520.103-10 of the Department of Labor Rules and Regulations for reporting and disclosure under ERISA have been omitted because they are not applicable.

INDEPENDENT AUDITORS' REPORT

To the Participants and Plan Administrator of the
SCA Tissue Hourly 401(k) Plan for
Collectively-Bargained Employees at South Glens Falls

We were engaged to audit the financial statements of the SCA Tissue Hourly 401(k) Plan for Collectively-Bargained Employees at South Glens Falls (the "Plan") as of December 31, 2009 and 2008, and for the years then ended and the supplemental schedule as of December 31, 2009 as listed in the accompanying index. These financial statements and supplemental schedule are the responsibility of the Plan's management.

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 Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2009 and 2008, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and 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.

Torrillo + Associates, LLC

October 1, 2010

**SCA Tissue Hourly 401(k) Plan for
Collectively-Bargained Employees at South Glens Falls
Statements of Net Assets Available for Benefits
As of December 31, 2009 and 2008**

	<u>2009</u>	<u>2008</u>
Assets:		
Investments, at fair value:		
Registered investment companies	\$ 7,304,456	\$ 4,682,106
Retirement savings trust	1,759,670	1,759,985
Participant loans	530,209	491,753
Total investments, at fair value	<u>9,594,335</u>	<u>6,933,844</u>
Receivables:		
Participants' contributions	14,513	14,883
Employer's contribution	658,921	760,058
Total receivables	<u>673,434</u>	<u>774,941</u>
Total assets	<u>10,267,769</u>	<u>7,708,785</u>
Liabilities:		
Excess contributions payable	<u>0</u>	<u>5,407</u>
Net assets available for benefits at fair value	<u>10,267,769</u>	<u>7,703,378</u>
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(38,041)</u>	<u>22,712</u>
Net assets available for benefits	<u>\$ 10,229,728</u>	<u>\$ 7,726,090</u>

The accompanying notes are an integral part of these financial statements.

**SCA Tissue Hourly 401(k) Plan for
Collectively-Bargained Employees at South Glens Falls
Statements of Changes in Net Assets Available for Benefits
For the Years Ended December 31, 2009 and 2008**

	<u>2009</u>	<u>2008</u>
Additions (reductions) to net assets attributed to:		
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	\$ 1,317,116	\$ (2,267,241)
Interest and dividends	<u>234,468</u>	<u>262,072</u>
Investment income (loss)	1,551,584	(2,005,169)
Contributions:		
Participants'	523,153	610,304
Employer's	<u>854,309</u>	<u>958,672</u>
Contributions	1,377,462	1,568,976
Asset transfers in	<u>31,561</u>	<u>0</u>
Total additions (reductions)	2,960,607	(436,193)
Deductions from net assets attributed to:		
Benefits paid to participants	237,253	559,300
Asset transfers out	211,811	0
Administrative expenses	<u>7,905</u>	<u>6,656</u>
Total deductions	<u>456,969</u>	<u>565,956</u>
Net increase (decrease)	2,503,638	(1,002,149)
Net assets available for benefits		
Beginning of year	<u>7,726,090</u>	<u>8,728,239</u>
End of year	<u><u>\$ 10,229,728</u></u>	<u><u>\$ 7,726,090</u></u>

The accompanying notes are an integral part of these financial statements.

**SCA Tissue Hourly 401(k) Plan for
Collectively-Bargained Employees at South Glens Falls
Notes to Financial Statements
As of and For the Years Ended December 31, 2009 and 2008**

1. Description of Plan

The following description of the SCA Tissue Hourly 401(k) Plan for Collectively-Bargained Employees of South Glens Falls (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 contributory defined contribution plan established effective March 31, 1992. The Plan covers hourly paid employees who were former employees of Encore Paper Company, which was acquired by SCA Tissue North America, LLC (the “Company”) and non-salary employees employed at the Company’s South Glens Falls facility. Generally, employees must be twenty-one years or older and have completed ninety days of service to be eligible to participate. Effective October 1, 2008, the requirement to be at least age twenty-one in order to participate in the Plan was eliminated. The Plan’s assets are held by Vanguard Fiduciary Trust Company (the “Trustee”). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

Assets of \$211,811 were transferred into the Plan from the SCA Americas, Inc. Investment and Retirement Plan during 2009. Assets of \$31,561 were transferred out of the Plan to the SCA Americas, Inc. Investment and Retirement Plan during 2009.

Contributions

Participants may elect to contribute up to 25% of compensation, as defined in the Plan document, to a salary deferral account, on a pre-tax basis, subject to Internal Revenue Code (“IRC”) limitations. Participants who are at least 50 years old are eligible to make “catch-up contributions” as defined, up to the IRC limits. Participants may also elect to contribute up to 10% of after-tax compensation, as defined; however, the percentage of after-tax contributions elected by a participant cannot exceed the percentage elected as a salary deferral pre-tax contribution. Effective April 30, 2008, the Plan provides for an automatic enrollment of salary deferral contributions of 3% per payroll period for employees whose employment commencement date is on or after April 30, 2008, unless otherwise elected by the participant. Participants may also contribute qualified distributions from other plans as rollovers into the Plan. The Company makes a Matching Contribution on behalf of participants who have completed 12 months of service in an amount equal to 50% of the first 6% of the participant’s compensation contributed to the Plan. The Company may also contribute an employer profit sharing contribution at its discretion. Any profit sharing amounts made by the Company will be allocated among participants who are employed on the last day of the Plan year. No employer profit sharing contributions were made during 2009 or 2008.

The Plan also provides for the Company to contribute an Employer Contribution amount to the Plan of 5.5% of compensation, as defined.

Investment Options

Participants may direct the investment of their account balances in 1% increments to any of the defined investment options. Participants may change their investment options on a daily basis. All investments are participant-directed.

Participant Accounts

Each participant’s account is credited with the participant’s contribution, the Company’s contribution and allocations of plan earnings. Allocations of earnings are based on account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

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Vesting

Participants have, at all times, a fully vested and non-forfeitable interest in the amount of their voluntary contributions. Vesting in the remainder of their accounts is based on years of continuous service. Participants vest in their employer contributions after three years of credited service. Participants vest in their matching contributions and profit sharing contributions in accordance with the following schedule:

<u>Years of Credited Service</u>	<u>Vested Percentage</u>
Less than 1	0%
1	30%
2	60%
3	100%

Payment of Benefits

In the event of a participant's death, retirement, disability or termination of employment for other reasons, the participant or his beneficiary may elect to receive the entire account balance in either a lump sum or a rollover to an eligible retirement plan, as defined. Account balances which do not exceed \$1,000 will automatically be paid in a lump sum as soon as administratively feasible.

Prior to termination of employment, a participant may withdraw all or a portion of his after-tax rollover account balance. A participant may also withdraw all or a portion of his entire account balance upon attainment of age 59½ or in the case of financial hardship, as defined.

Participant Loans

Participants may borrow from their fund accounts a minimum of \$1,000 equal to the lesser of \$50,000 or 50% of their vested account balances. Loans are payable through payroll deductions over periods ranging from one to five years or up to twenty years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with the prevailing interest rate charged on similar commercial loans, as determined by the plan administrator. Participants are allowed to have no more than two loans outstanding at a time.

Forfeited Accounts

At December 31, 2009 and 2008, forfeited nonvested accounts totaled \$47,635 and \$25,740, respectively. These accounts will first be used to pay expenses of administering the Plan. Any remaining forfeitures shall be reallocated to participant accounts in the same manner as employer matching contributions. No forfeitures were used during 2009.

2. Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan have been prepared using the accrual basis of accounting.

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 the contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits present the fair value of the investment contracts held by the Vanguard Retirement Savings Trust, as

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well as the adjustment of the fully benefit-responsive investment contracts held by the Vanguard Retirement Savings Trust from fair value to contract value. The statements of changes in net assets available for benefit include changes in net assets attributable to fully benefit-responsive investment contracts held by the Vanguard Retirement Savings Trust on a contract value basis.

Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America, requires Plan management to make significant estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements and the changes in net assets available for benefits during the reporting period, and, when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported 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. See Note 4 for discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date. Net appreciation or depreciation in the fair value of investments consists of the realized gains or losses and the unrealized appreciation or depreciation of those investments.

Risks and Uncertainties

The Plan's investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the values of investments, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits.

Payments of Benefits

Benefits are recorded when paid.

Administrative Expenses

Loan fees and other participant-specific fees are deducted from participant accounts. The Company pays other administrative expenses of the Plan.

Subsequent Events

The Plan has evaluated subsequent events through October 1, 2010, the date the financial statements were available to be issued.

Recently Issued Accounting Guidance

The Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") was approved by the FASB as the single source of authoritative accounting principles generally accepted in the United States of America for interim and annual periods ending after September 15, 2009. Financial statements issued after September 15, 2009 are required to conform references within the financial statements to the relevant FASB ASC references. Additionally, new guidance issued is now referred to as FASB Accounting Standards Updates ("ASU").

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FASB ASC 855, *Subsequent Events*, became effective for interim and annual periods after June 15, 2009 and establishes general standards of accounting for and disclosure of subsequent events (see above).

In April 2009, the FASB issued FASB Staff Position (“FSP”) FAS 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly*. FSP FAS 157-4 is codified in FASB ASC 820, *Fair Value Measurements and Disclosures*. This FSP provides additional guidance for estimating fair value when the volume and level of activity for the asset or liability have significantly decreased. This FSP also includes guidance on identifying circumstances that indicate a transaction is not orderly. In addition, FSP 157-4 states that certain fair value measurement information must be disclosed by major category of assets and liabilities. For equity and debt securities, major category should be defined as major security type as described in FASB ASC 320, *Investments – Debt and Equity Securities*. This FSP is effective for interim and annual reporting periods ending after June 15, 2009, and should be applied prospectively. This FSP does not require disclosures for earlier periods presented for comparative purposes at initial adoption. In periods after initial adoption, this FSP requires comparative disclosures only for periods ending after initial adoption. The Plan has adopted FSP 157-4, see Note 4.

Future Adoption of Accounting Guidance

In January 2010, the FASB issued ASU No. 2010-06, *Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements* (ASU No. 2010-06), which primarily requires new disclosures related to the levels within the fair value hierarchy. An entity will be required to disclose transfers in and out of Level 1 and 2 of the fair value hierarchy, and separately present information related to purchases, sales, issuances and settlements in the reconciliation of fair value measurements classified as Level 3. ASU No. 2010-06 is effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures related to purchases, sales, issuances and settlements for Level 3 fair value measurements, which are effective for reporting periods beginning after December 15, 2010. The Plan will include the disclosures as required by ASU No. 2010-06 in the notes to the Plan’s financial statements effective January 1, 2010, except for the disclosures related to the rollforward of activity in Level 3 fair value measurements, which will be included in the notes to the Plan’s financial statements effective January 1, 2011.

3. Unaudited Financial Information Certified by the Trustee

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the following information included in the accompanying financial statements and supplemental schedule was certified by Vanguard Fiduciary Trust Company, the trustee, as complete and accurate:

- Registered investment companies, retirement savings trust and participant loan investments, as shown in the statements of net assets available for benefits as of December 31, 2009 and 2008.
- Investment activity, including interest and dividend income and net appreciation (depreciation) in fair market value of mutual funds for the years ended December 31, 2009 and 2008, as follows:

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	For the Year Ended December 31,	
	<u>2009</u>	<u>2008</u>
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	\$ 1,317,116	\$(2,267,241)
Interest and dividends	234,468	262,072

- The information for all registered investment companies, the retirement savings trust and participant loans listed in the schedule of assets (held at end of year) as of December 31, 2009 as shown in the supplemental schedule.

During 2009 and 2008, the Plan's investments in mutual funds (including gains and losses on investments bought and sold as well as held during the year) appreciated (depreciated) in value by \$1,317,116 and \$(2,267,241), respectively.

The following presents investments that represent 5 percent or more of the Plan's net assets available for benefits at December 31, 2009:

	<u>2009</u>
Vanguard Retirement Savings Trust*	\$ 1,721,629
Vanguard 500 Index Fund	568,616
Vanguard Explorer Fund	556,371
Vanguard Total Bond Market Index Fund	541,617
Participant Loans	530,209
American Funds Euro Pacific Growth Fund	710,227
Vanguard Morgan Growth Fund	739,129
Vanguard Target Retirement 2020 Fund	635,635
Vanguard Target Retirement 2015 Fund	581,432
Vanguard Target Retirement 2025 Fund	550,445

* Amounts are at contract value. All others reported at fair value.

The following presents investments that represent 5 percent or more of the Plan's net assets available for benefits at December 31, 2008:

	<u>2008</u>
Vanguard Retirement Savings Trust*	\$ 1,782,697
Vanguard Total Bond Market Index Fund	555,466
Participant Loans	491,753
American Funds Euro Pacific Growth Fund	463,291
Vanguard Morgan Growth Fund	445,876
Vanguard Target Retirement 2020 Fund	405,421
Vanguard Target Retirement 2015 Fund	395,466

* Amounts are at contract value. All others reported at fair value.

The Vanguard Retirement Savings Trust invests in high-quality fixed income securities with financial backing from insurance companies and banks. As described in Note 2, the Vanguard Retirement Savings Trust is fully benefit-responsive and therefore contract value is the relevant measurement

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attribute for that portion of net assets available for benefits. Contract value represents contributions made plus interest accrued at the contract rate less withdrawals and administrative expenses. Participants who invest in the Vanguard Retirement Savings Trust agree to limitations imposed by issuers of investment contracts. These limitations include restriction on the timing and amounts, which can be transferred from the Vanguard Retirement Savings Trust to short-term bond funds. Additionally, once money is transferred from the Vanguard Retirement Savings Trust into stock, balanced or bond funds with an average duration of more than four years, the money must remain in the fund for at least 90 days before it can be transferred into a shorter-term bond fund. Money, however, can always be transferred back into the Vanguard Retirement Savings Trust. The average yield was 2.98% and 4.28% for the years ended December 31, 2009 and 2008, respectively.

4. Fair Value Measurements

FASB ASC 820, *Fair Value Measurements and Disclosures* 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 under FASB ASC 820 are described 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 methodologies used for assets measured at fair value. There have been no changes in methodologies used at December 31, 2009 and 2008.

<i>Registered investment companies Retirement Savings Trust</i>	Valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end.
	This common/collective trust fund is comprised of traditional contracts issued by insurance companies and banks, alternative investment contracts, and short-term investments. For traditional investment contracts, fair value is determined by calculating the present value of expected future cash flows for each contract. The fair value for

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alternative investment contracts is determined by aggregating the market value of the underlying investment in Vanguard mutual funds and bond trusts plus the value of the wrap contract, if any. The investments in mutual funds and bond trusts are valued at the net asset value of each fund or trust determined as of the close of the NYSE on the valuation date.

Participant loans: Valued at amortized cost, which approximates fair value.

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 believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2009:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Registered investment company:				
Equity funds	\$ 3,549,623	\$ 0	\$ 0	\$ 3,549,622
Fixed income funds	818,793	0	0	818,793
Target date funds	2,888,331	0	0	2,888,332
Money market funds	47,709	0	0	47,709
Total registered investment company	<u>\$ 7,304,456</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 7,304,456</u>
Retirement Savings Trust	0	1,759,670	0	1,759,670
Participant loans	0	0	530,209	530,209
Total assets at fair value	<u>\$ 7,304,456</u>	<u>\$ 1,759,670</u>	<u>\$ 530,209</u>	<u>\$ 9,594,335</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2008:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Registered investment company:				
Equity funds	\$ 2,125,596	\$ 0	\$ 0	\$ 2,125,596
Fixed income funds	801,425	0	0	801,425
Target date funds	1,755,085	0	0	1,755,085
Total registered investment company	<u>\$ 4,682,106</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 4,682,106</u>
Retirement Savings Trust	0	1,759,985	0	1,759,985
Participant loans	0	0	491,753	491,753
Total assets at fair value	<u>\$ 4,682,106</u>	<u>\$ 1,759,985</u>	<u>\$ 491,753</u>	<u>\$ 6,933,844</u>

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The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the years ended December 31, 2008 and 2009:

	<u>Participant Loans</u>
Balance, beginning of year	\$ 423,358
Realized gains/(losses)	0
Unrealized gains/(losses) relating to instruments still held at the reporting date	0
Purchases, sales, issuances and settlements (net)	68,395
Balance, end of year 2008	<u>\$ 491,753</u>
Realized gains/(losses)	0
Unrealized gains/(losses) relating to instruments still held at the reporting date	0
Purchases, sales, issuances and settlements (net)	38,456
Balance, end of year 2009	<u>\$ 530,209</u>

5. Tax Status

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated May 18, 2001, that the Plan is designed in accordance with the applicable sections of the IRC. The Plan has been amended since receiving the determination letter; however, the plan administrator believes that the Plan continues to be operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

6. Related Party Transactions

Transactions involving participant loans and the funds administered by Vanguard Fiduciary Trust Company, the trustee of the Plan, or its affiliates, are considered party-in-interest transactions. These transactions are not, however, considered prohibited transactions under 29 CFR 408(b) of the ERISA regulations. The Plan also pays to Vanguard Fiduciary Trust Company, the trustee, certain administrative, trustee, recordkeeping, and other expenses.

7. Plan Termination

While it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, payment of plan assets will be made by the Trustee as directed by the plan document and participants will become 100% vested in their accounts.

8. Excess Contributions Payable

Contributions received from participants for 2008 are net of payments of \$5,407 made in February 2009 to certain active participants to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan. These amounts are also included in the Plan's statements of net assets available for benefits as excess contributions payable at December 31, 2008.

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9. Plan Amendments

During 2008, the Plan was amended, among other things, to provide for an automatic enrollment of salary deferral contributions from payroll deductions of 3%, unless otherwise elected by the participant, and to eliminate the attainment of age 21 in order to become eligible to participate in the Plan.

During 2010, the Plan was amended to update the definitions of covered employee and years of service.

SUPPLEMENTAL SCHEDULE

**SCA Tissue Hourly 401(k) Plan for
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Schedule of Assets (Held at End of Year)
As of December 31, 2009**

EIN: 23-3061590 Plan #: 009

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
	Registered investment companies:		
*	American Funds	Euro Pacific Growth Fund; R-4 Shares	\$ 710,227
*	Vanguard	500 Index Fund Investor Shares	568,616
*	Vanguard	Explorer Fund	556,371
*	Vanguard	Extended Market Index Fund Investor Shares	388,295
*	Vanguard	Long-Term Investment Grade Investor Shares	277,176
*	Vanguard	Morgan Growth Fund Investor Shares	739,129
*	Vanguard	PRIMECAP Fund	115,604
*	Vanguard	Prime Money Market Fund	47,709
*	Vanguard	Target Retirement 2005 Fund	47,632
*	Vanguard	Target Retirement 2010 Fund	212,734
*	Vanguard	Target Retirement 2015 Fund	581,432
*	Vanguard	Target Retirement 2020 Fund	635,635
*	Vanguard	Target Retirement 2025 Fund	550,445
*	Vanguard	Target Retirement 2030 Fund	283,250
*	Vanguard	Target Retirement 2035 Fund	205,436
*	Vanguard	Target Retirement 2040 Fund	118,522
*	Vanguard	Target Retirement 2045 Fund	195,260
*	Vanguard	Target Retirement 2050 Fund	53,447
*	Vanguard	Target Retirement Income	4,538
*	Vanguard	Total Bond Market Index Fund	541,617
*	Vanguard	Windsor II Investor Shares	466,328
	Veracity	Small Cap Value Fund; Class R	5,053
	Common/Collective Trust		
*	Vanguard	Retirement Savings Trust**	1,721,629
*	Participant loans	Interest rates ranging from 4.75% to 9.75% Maturities from 2010 to 2014	530,209
		Total investments	<u>\$ 9,556,294</u>

*: Indicates party-in-interest to the Plan

**: Asset listed at contract value

“Cost” is not required as all the investments are participant-directed.

The information in this schedule has been certified as to its completeness and accuracy by Vanguard Fiduciary Trust Company, the Trustee of the Plan.