

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2011
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>VERSO PAPER CORP. PENSION PLAN FOR HOURLY EMPLOYEES</u>	1b Three-digit plan number (PN) ► <u>003</u> 1c Effective date of plan <u>08/01/2006</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>VERSO PAPER CORP.</u> <u>6775 LENOX CENTER COURT</u> <u>MEMPHIS, TN 38115</u>	2b Employer Identification Number (EIN) <u>56-2597634</u> 2c Sponsor's telephone number <u>901-369-4124</u> 2d Business code (see instructions) <u>322100</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/08/2012</u>	<u>KENNY SAWYER</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") VERSO PAPER CORP. 6775 LENOX CENTER COURT MEMPHIS, TN 38115		3b Administrator's EIN 56-2597634		
		3c Administrator's telephone number 901-369-4124		
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 VERSO PAPER HOLDINGS LLC 6775 LENOX CENTER COURT, MEMPHIS, TN		4b EIN 56-2597634 4c PN 003		
5 Total number of participants at the beginning of the plan year	5	2001		
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	752		
b Retired or separated participants receiving benefits.....	6b	245		
c Other retired or separated participants entitled to future benefits.....	6c	142		
d Subtotal. Add lines 6a , 6b , and 6c	6d	1139		
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	8		
f Total. Add lines 6d and 6e	6f	1147		
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g			
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	7		
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7			
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions: 1B 1G				
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:				
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor			
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)				
<table style="width: 100%; border: none;"> <tr> <td style="width: 50%; vertical-align: top;"> 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 </td> <td style="width: 50%; vertical-align: top;"> b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules) </td> </tr> </table>			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) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
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SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance 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. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011	
A Name of plan VERSO PAPER CORP. PENSION PLAN FOR HOURLY EMPLOYEES	B Three-digit plan number (PN) ► 003
C Plan sponsor's name as shown on line 2a of Form 5500 VERSO PAPER CORP.	D Employer Identification Number (EIN) 56-2597634

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier NATIONWIDE LIFE INSURANCE COMPANY
--

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
23-0990450	37877	006271-201-001	0	01/01/2011	04/18/2011

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).
--

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	
c Additions: (1) Contributions deposited during the year	7c(1)	
(2) Dividends and credits	7c(2)	
(3) Interest credited during the year	7c(3)	
(4) Transferred from separate account	7c(4)	
(5) Other (specify below)	7c(5)	
▶		
(6) Total additions	7c(6)	
d Total of balance and additions (add b and c(6))	7d	
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	
(2) Administration charge made by carrier	7e(2)	
(3) Transferred to separate account	7e(3)	
(4) Other (specify below)	7e(4)	
▶		
(5) Total deductions	7e(5)	
f Balance at the end of the current year (subtract e(5) from d)	7f	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☐ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

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

A Name of plan <u>VERSO PAPER CORP. PENSION PLAN FOR HOURLY EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>VERSO PAPER CORP.</u>	D Employer Identification Number (EIN) <u>56-2597634</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2011</u>	
2 Assets:	
a Market value	2a <u>33809119</u>
b Actuarial value	2b <u>33809119</u>
3 Funding target/participant count breakdown:	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment	3a <u>226</u> <u>8056489</u>
b For terminated vested participants	3b <u>77</u> <u>724618</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>620940</u>
(2) Vested benefits	3c(2) <u>39726347</u>
(3) Total active	3c(3) <u>1699</u> <u>40347287</u>
d Total	3d <u>2002</u> <u>49128394</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☒
a Funding target disregarding prescribed at-risk assumptions	4a <u>41744777</u>
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b <u>47903807</u>
5 Effective interest rate	5 <u>6.36 %</u>
6 Target normal cost	6 <u>4605116</u>

Statement by Enrolled Actuary

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

SIGN HERE	<u>09/18/2012</u>
Signature of actuary	Date
<u>MICHAEL J. HOLM</u>	<u>11-03912</u>
Type or print name of actuary	Most recent enrollment number
<u>VERISIGHT, INC.</u>	<u>312-488-6778</u>
Firm name	Telephone number (including area code)
<u>135 S. LASALLE ST. SUITE 2225</u> <u>CHICAGO, IL 60603</u>	
Address of the firm	

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

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

Schedule SB (Form 5500) 2011
v.012611

Part II		Beginning of year carryover and prefunding balances	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	82
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	82
10	Interest on line 9 using prior year's actual return of <u>8.12</u> %		7
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		496
b	Interest on (a) using prior year's effective rate of <u>6.73</u> % except as otherwise provided (see instructions)		33
c	Total available at beginning of current plan year to add to prefunding balance.....		529
d	Portion of (c) to be added to prefunding balance.....		529
12	Other reductions in balances due to elections or deemed elections		0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	0	618

Part III		Funding percentages	
14	Funding target attainment percentage.....	14	80.98 %
15	Adjusted funding target attainment percentage.....	15	80.98 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	71.30 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	68.81 %

Part IV		Contributions and liquidity shortfalls			
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/14/2011	1800000				
07/14/2011	650000				
10/14/2011	1217275				
01/13/2012	1222425				
09/13/2012	3339602				
			Totals ▶	18(b)	8229302
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 7642329
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of quarter of this plan year	
(1) 1st	(2) 2nd
0	0
(3) 3rd	(4) 4th
0	0

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

21 Discount rate:				
a Segment rates:	1st segment: 3.78%	2nd segment: 6.31%	3rd segment: 6.57%	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):												
a Target normal cost (line 6)	31a	4605116										
b Excess assets, if applicable, but not greater than 31a	31b	0										
32 Amortization installments:	<table border="1"> <tr> <td></td> <td>Outstanding Balance</td> <td>Installment</td> </tr> <tr> <td>a Net shortfall amortization installment</td> <td>9805279</td> <td>2412133</td> </tr> <tr> <td>b Waiver amortization installment</td> <td>0</td> <td>0</td> </tr> </table>				Outstanding Balance	Installment	a Net shortfall amortization installment	9805279	2412133	b Waiver amortization installment	0	0
	Outstanding Balance	Installment										
a Net shortfall amortization installment	9805279	2412133										
b Waiver amortization installment	0	0										
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33											
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	7017249										
		Carryover balance	Prefunding balance									
35 Balances elected for use to offset funding requirement.....	0	0	0									
36 Additional cash requirement (line 34 minus line 35)	36	7017249										
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	7642329										
38 Present value of excess contributions for current year (see instructions)												
a Total (excess, if any, of line 37 over line 36)	38a	625080										
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0										
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0										
40 Unpaid minimum required contributions for all years.....	40	0										

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

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
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan VERSO PAPER CORP. PENSION PLAN FOR HOURLY EMPLOYEES	B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 VERSO PAPER CORP.	D Employer Identification Number (EIN) 56-2597634

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
NATIONWIDE
23-0990450

(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)

NATIONWIDE

23-0990450

(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?
28	NONE	159131	Yes ☒ No ☐	Yes ☐ No ☒	71831	Yes ☐ No ☒

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

VERISIGHT, INC.

45-2164225

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11	NONE	46665	Yes ☒ No ☐	Yes ☐ No ☒	11754	Yes ☐ No ☒

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

RSM MCGLADREY

41-1944416

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11	NONE	33970	Yes ☒ No ☐	Yes ☐ No ☒	7799	Yes ☐ No ☒

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

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

BIRCHTREE

43-1411418

(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?
52	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	35096	Yes ☐ No ☒

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

MELLON GLOBAL

04-1107280

(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?
52	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	13386	Yes ☐ No ☒

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

WILSHIRE ASSOCIATES

95-2755361

(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?
52	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	7366	Yes ☐ No ☒

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

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

WESTERN ASSET MANAGEMENT CO

95-2705767

(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?
52	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	7074	Yes ☐ No ☒

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

ATRIO GLOBAL MANAGEMENT LLC

43-2047412

(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?
52	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	5324	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
NATIONWIDE	28	71831
(d) Enter name and EIN (address) of source of indirect compensation 23-0990450 (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 BIRCHTREE (b) Service Codes (see instructions) 52 (c) Enter amount of indirect compensation 35096		
(d) Enter name and EIN (address) of source of indirect compensation 43-1411418 (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 MELLON GLOBAL (b) Service Codes (see instructions) 52 (c) Enter amount of indirect compensation 13386		
(d) Enter name and EIN (address) of source of indirect compensation 04-1107280 (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 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
VERISIGHT, INC	11	11754
(d) Enter name and EIN (address) of source of indirect compensation 45-2164254 (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 RSM MCGLADREY (b) Service Codes (see instructions) 11 (c) Enter amount of indirect compensation 7799		
(d) Enter name and EIN (address) of source of indirect compensation 41-1944416 (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 WILSHIRE ASSOCIATES (b) Service Codes (see instructions) 52 (c) Enter amount of indirect compensation 7366		
(d) Enter name and EIN (address) of source of indirect compensation 95-2755361 (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 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
WESTERN ASSET MANAGEMENT CO	52	7074
95-2705767	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ARTIO GLOBAL MANAGEMENT LLC	52	5324
43-2047412	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

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: THOMPSON DUNAVANT, PLC	b EIN: 62-1701403
c Position: ACCOUNTANT	
d Address: 5100 POPLAR AVENUE 30TH FLOOR MEMPHIS, TN 38137	e Telephone: 901-685-5575

Explanation: THOMPSON DUNAVANT, PLC MEMBERS BECAME SHAREHOLDERS OF MAYER HOFFMAN MCCANN, P.C. AS OF AUGUST 1, 2011

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>VERSO PAPER CORP. PENSION PLAN FOR HOURLY EMPLOYEES</u>	B Three-digit plan number (PN)	<u>003</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>VERSO PAPER CORP.</u>	D Employer Identification Number (EIN) <u>56-2597634</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>DIVERSIFIED BOND SEPARATE ACCOUNT</u>		
b Name of sponsor of entity listed in (a): <u>NATIONWIDE LIFE INSURANCE COMPANY</u>		
c EIN-PN <u>23-0990450-418</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>INTERNATIONAL EQUITY SEPARATE ACCOU</u>		
b Name of sponsor of entity listed in (a): <u>NATIONWIDE LIFE INSURANCE COMPANY</u>		
c EIN-PN <u>23-0990450-406</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LARGE CAP GROWTH SEPARATE ACCOUNT</u>		
b Name of sponsor of entity listed in (a): <u>NATIONWIDE LIFE INSURANCE COMPANY</u>		
c EIN-PN <u>23-0990450-424</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LARGE CAP VALUE SEPARATE ACCOUNT</u>		
b Name of sponsor of entity listed in (a): <u>NATIONWIDE LIFE INSURANCE COMPANY</u>		
c EIN-PN <u>23-0990450-422</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SMALL CAP GROWTH SEPARATE ACCOUNT</u>		
b Name of sponsor of entity listed in (a): <u>NATIONWIDE LIFE INSURANCE COMPANY</u>		
c EIN-PN <u>23-0990450-423</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SMALL CAP VALUE SEPARATE ACCOUNT</u>		
b Name of sponsor of entity listed in (a): <u>NATIONWIDE LIFE INSURANCE COMPANY</u>		
c EIN-PN <u>23-0990450-421</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A Name of plan <u>VERSO PAPER CORP. PENSION PLAN FOR HOURLY EMPLOYEES</u>	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 <u>VERSO PAPER CORP.</u>	D Employer Identification Number (EIN) <u>56-2597634</u>	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	4675916	4562027
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	54990	63684
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)	28106660	
(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)		24086807
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	1151721	
(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	33989287	28712518

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	33970	
i Acquisition indebtedness	1i		
j Other liabilities	1j		1114662
k Total liabilities (add all amounts in lines 1g through 1j)	1k	33970	1114662

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	33955317	27597856
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	8229302	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		8229302
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		
(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)	672034	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		672034
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	25246325	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	25354780	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-108455

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	-3544	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-3544
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		938456
(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)		
c Other income.....	2c		24019
d Total income. Add all income amounts in column (b) and enter total.....	2d		9751812

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	638985	
(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)		638985
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	46665	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	335043	
(4) Other	2i(4)	121754	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		503462
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1142447

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		8609365
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		14966826

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: **MAYER HOFFMAN MCCANN P.C.**

(2) EIN: **43-1947695**

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		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

- 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)

VERSO PAPER COMPANY PENSION PLAN FOR FOR HOURLY EMPLOYEES(ANDROSCOGGIN)

5b(2) EIN(s)	5b(3) PN(s)
56-2597634	004

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 2011 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>VERSO PAPER CORP. PENSION PLAN FOR HOURLY EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>VERSO PAPER CORP.</u>	D Employer Identification Number (EIN) <u>56-2597634</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>23-0990450</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	<u>12</u>

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 (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☒ N/A

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

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

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

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: 46% Investment-Grade Debt: 32% High-Yield Debt: 5% Real Estate: 0% Other: 17%

- 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):

**VERSO PAPER COMPANY PENSION PLAN
FOR HOURLY EMPLOYEES**

Financial Statements
and Supplemental Schedules
For the Year Ended December 31, 2011

VERSO PAPER COMPANY PENSION PLAN FOR HOURLY EMPLOYEES

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Independent Auditor's Report

To the Benefits Committee
Verso Paper Company Pension Plan for Hourly Employees
Memphis, Tennessee

We were engaged to audit the accompanying statement of net assets available for benefits of Verso Paper Company Pension Plan for Hourly Employees as of December 31, 2011 and the related statement of changes in net assets available for benefits for the year then ended, and the supplemental schedule of assets (held at end of year) and schedule of assets (acquired and disposed of within year) as of December 31, 2011 and schedule of reportable transactions for the year ended December 31, 2011. These financial statements and the supplemental schedules are the responsibility of the Plan's management. The financial statements of Verso Paper Company Pension Plan for Hourly Employees as of December 31, 2010 were audited by Thompson Dunavant PLC, whose members became shareholders of Mayer Hoffman McCann P.C. as of August 1, 2011. 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 the other auditors not to perform, and they did not perform, any auditing procedures with respect to the 2010 information certified by the custodian of the Plan. Their report dated October 3, 2011 indicated that (a) because of the significance of the information they did not audit, they were unable to, and they did not, express an opinion on the 2010 financial statements taken as a whole, and (b) the form and content of the information included in the 2010 financial statements, other than that derived from the information certified by the custodian, were 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.

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 5, which was certified by the custodian of the Plan, except for comparing the information with the related information included in the financial statements and the supplemental schedules. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2011 and for the year then ended, that the information provided to the plan administrator by the custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and we do not, express an opinion on the accompanying 2011 financial statements and the supplemental schedules taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the 2011 financial statements and the supplemental schedules, other than that derived from the information certified by the custodian, have been audited by us in accordance with U.S. generally accepted auditing standards 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.

Mayer Hoffman McCann P.C.

Memphis, Tennessee
September 28, 2012

VERSO PAPER COMPANY PENSION PLAN FOR HOURLY EMPLOYEES

Statements of Net Assets Available for Benefits December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Assets		
Investments		
Mutual funds	\$ 24,086,807	\$ -
Pooled separate accounts	-	28,106,660
Insurance company general account	<u>-</u>	<u>1,151,721</u>
	24,086,807	29,258,381
Receivables		
Employer contributions	4,562,027	4,675,916
Other	<u>63,684</u>	<u>54,990</u>
	<u>4,625,711</u>	<u>4,730,906</u>
Total assets	28,712,518	33,989,287
Liabilities		
Due to Verso Paper Corp. Pension Plan for Hourly Employees - Androscoggin	1,114,662	-
Accrued expenses	<u>-</u>	<u>33,970</u>
Total liabilities	<u>1,114,662</u>	<u>33,970</u>
Net assets available for benefits	<u>\$ 27,597,856</u>	<u>\$ 33,955,317</u>

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

VERSO PAPER COMPANY PENSION PLAN FOR HOURLY EMPLOYEES

Statements of Changes in Net Assets Available for Benefits For the Years Ended December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Additions to net assets attributed to:		
Investment income		
Net appreciation in fair value of investments	\$ 850,475	\$ 3,148,990
Dividends	672,034	-
Investment expense	<u>(335,042)</u>	<u>(493,396)</u>
Net investment income	1,187,467	2,655,594
Employer contributions	<u>8,229,302</u>	<u>9,131,531</u>
Total additions	9,416,769	11,787,125
Deductions from net assets attributed to:		
Benefits paid to participants and beneficiaries	638,985	605,466
Administrative expenses	42,736	11,169
PBGC premiums	<u>125,683</u>	<u>190,266</u>
Total deductions	<u>807,404</u>	<u>806,901</u>
Net increase in net assets	8,609,365	10,980,224
Transfers to Verso Paper Corp. Pension Plan for Hourly Employees - Androscoggin	(14,966,826)	-
Net assets available for benefits		
Beginning of year	<u>33,955,317</u>	<u>22,975,093</u>
End of year	<u>\$ 27,597,856</u>	<u>\$ 33,955,317</u>

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

VERSO PAPER COMPANY PENSION PLAN FOR HOURLY EMPLOYEES

Notes to Financial Statements
December 31, 2011 and 2010

Note 1 - Description of Plan

The following description of Verso Paper Company Pension Plan for Hourly Employees provides only general information. Readers should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General

Verso Paper Company Pension Plan for Hourly Employees (the "Plan") is a non-contributory defined benefit pension plan covering full time and part time employees of Verso Paper Company (the "Company") who have attained the age of twenty-one (21) and completed one year of service in the following classifications: Hourly Union Free and OPEIU Local 442 of the Androscoggin Mill in Jay, Maine; USW Local 274 of the Sartell Mill in Sartell, Minnesota; and USW Local 1-1188, USW Local 4-0261, IBEW Local 1777, IAM & AW Lodge 1821, and OPEIU Local 555 of the Bucksport Mill in Bucksport, Maine. The Plan was established on August 1, 2006, for the benefit of eligible employees, retired employees, and/or their beneficiaries. Employees who were participants in the International Paper Retirement Plan as of August 1, 2006, became participants in the Plan as of August 1, 2006. The Plan is maintained under collective bargaining agreements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Effective May 1, 2011, all future benefit accruals were frozen for the Plan. On April 30, 2011 Androscoggin participants were spun off into a newly formed plan, Verso Paper Company Pension Plan for Hourly Employees - Androscoggin. The actuarial valuations present in this report are as of January 1, 2011 and do not reflect this event. As a result, the Plan transitioned benefit obligations amounting to \$17,983,117 associated with the employees transferred to the Androscoggin Plan. Assets transferred during 2011 totaled \$14,966,826 with a remaining liability as of December 31, 2011 of \$1,114,662.

Contributions

Contributions by the Company are based upon actuarial computations.

Pension benefits

Benefits become vested after a participant has five years of vesting service or after attainment of age sixty-five (65). Distributions are paid in the form of monthly annuity payments as defined in the Plan Agreement. If the present value of the vested benefit is less than \$5,000, then the benefit will automatically be paid in a single lump sum payment. The amount of a participant's normal retirement benefit is computed based upon the participant's years of credited service and age. The Plan permits reduced benefits for those participants electing early retirement.

With respect to any participant who became a participant as of August 1, 2006, the plan administrator shall credit the participant with the credited service earned under the retirement plans of International Paper Company as of July 31, 2006, and offset the benefit computed under the Plan by the amount of the participant's accrued normal retirement benefit under the retirement plan of International Paper Company as of July 31, 2006.

VERSO PAPER COMPANY PENSION PLAN FOR HOURLY EMPLOYEES

Notes to Financial Statements (Continued)
December 31, 2011 and 2010

Note 1 - Description of Plan (continued)

Death and disability benefits

If an active participant dies, the participant's surviving spouse is entitled to a death benefit as defined in the Plan Agreement. Active participants who become totally disabled receive annual benefits as defined in the Plan Agreement.

Plan termination

Although it has not expressed any intent to do so, the Company has the right to modify or terminate the Plan at any time subject to the provisions of ERISA and the Plan Agreement. In the event of termination, the Plan provides that all affected participants' interests will become fully vested and nonforfeitable.

Note 2 - Summary of significant accounting policies

Basis of accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

Investments

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. See note 7 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Net appreciation in fair value of investments includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Actuarial present value of accumulated plan benefits

Accumulated plan benefits are those future periodic payments, including lump sum distributions, that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to retired or terminated employees or their beneficiaries, beneficiaries of employees who have died, and present employees or their beneficiaries. The accumulated plan benefits are based upon the participants' estimated monthly benefits which are based upon date of retirement and years of credited service, as detailed in the Plan Agreement. Benefits payable under all circumstances (retirement, death, disability, and termination of employment) are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by an independent enrolled actuary, and is that amount which results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money and the probability of payment between the valuation date and the expected date of payment.

VERSO PAPER COMPANY PENSION PLAN FOR HOURLY EMPLOYEES

Notes to Financial Statements (Continued)
December 31, 2011 and 2010

Note 2 - Summary of significant accounting policies (continued)

Benefit payments

Benefit payments to participants and beneficiaries are recorded upon distribution.

Events occurring after reporting date

Management has evaluated events and transactions that have occurred between December 31, 2011 and September 28, 2012, which is the date that the financial statements were available to be issued, for possible recognition or disclosure in the financial statements.

Use of estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the plan administrator to make estimates and assumptions which affect certain reported amounts and disclosures. Actual results could differ from those estimates.

Note 3 - Funding policy

The Company's funding policy is to make annual contributions to the Plan in the amounts that are estimated to fully provide all accrued benefits by the time each participant retires and to meet the minimum funding requirements of ERISA. The Company's contributions are to be made in cash no later than the earlier of the date permitted by law for meeting the minimum funding standards or the date for making tax deductible contributions. Based upon the January 1, 2011 actuarial valuation, the minimum contribution required by the Company was \$7,371,856 for the year ended December 31, 2011. Based upon the January 1, 2010 actuarial valuation, the minimum contribution required by the Company was \$8,547,985 for the year ended December 31, 2010. Actual contributions by the Company totaled \$8,229,302 for 2011 and \$9,131,531 for 2010.

Although it has not expressed the intention 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 and the Plan Agreement. In the event the Plan terminates, the net assets of the Plan will be allocated as prescribed by ERISA and its related regulations.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (PBGC) if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees. For Plan terminations occurring during 2011 and 2010 that ceiling was \$4,500 per month for a straight life annuity.

VERSO PAPER COMPANY PENSION PLAN FOR HOURLY EMPLOYEES

Notes to Financial Statements (Continued)
December 31, 2011 and 2010

Note 4 - Actuarial present value of accumulated plan benefits

Consulting actuaries evaluated the Plan as of January 1, 2011 and estimated the present value of accumulated benefits, and changes in those accumulated benefits, to be as follows:

Actuarial present value of accumulated plan benefits:

Vested benefits	
Participants and beneficiaries currently receiving payments	\$ 8,056,489
Active participants and participants with deferred vested benefits	33,219,153
Non-vested benefits	<u>469,135</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 41,744,777</u>

Changes in the present value of accumulated plan benefits:

Actuarial present value of accumulated plan benefits as of January 1, 2010	\$ 32,191,526
Additional benefits earned including experience gains and losses	6,290,096
Increase for interest due to decrease in discount period	1,768,996
Change in actuarial assumptions	2,099,625
Benefits paid during the year	<u>(605,466)</u>
Actuarial present value of accumulated plan benefits as of January 1, 2011	<u>\$ 41,744,777</u>

The more significant methods and assumptions used by the actuaries in their valuation are as follows:

Actuarial cost method - projected unit credit cost method
Asset valuation - Market value of assets on valuation date plus contributions receivable
Interest rate - 6.36% effective rate for 2011, 6.73% effective rate for 2010
Normal retirement age - 65
Early retirement age - 55 with 10 years of credited service, benefit formula
Basis of accumulated plan benefits - credited years of service, benefit formula
Mortality rates - 2011 annuitant and non-annuitant table (static) for 2011 (2010 annuitant and non-annuitant table (static) for 2010)

The foregoing actuarial assumptions are based upon the presumption that the Plan will continue. If the Plan were terminated, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

VERSO PAPER COMPANY PENSION PLAN FOR HOURLY EMPLOYEES

Notes to Financial Statements (Continued)
December 31, 2011 and 2010

Note 5 - Investments

The custodian of the Plan's investments has supplied the plan administrator with certifications as to the completeness and accuracy of all information presented in the accompanying financial statements and the supplemental schedules pertaining to investments, investment income, and reportable transactions as of December 31, 2011 and 2010, and for the years then ended.

The fair value of the individual investments which represent five percent (5%) or more of the Plan's net assets available for benefits as of December 31, 2011 and 2010 is as follows:

	<u>2011</u>	<u>2010</u>
Federated Total Return Bond Fund	\$ 4,817,364	\$ -
Vanguard Total Bond Market Index Signal Fund	3,613,021	-
PIMCO Real Return Fund	2,408,681	-
Vanguard Short-Term Investment-Grade Fund	2,167,813	-
Legg Mason Western Asset Inflation Indexed Bond Fund	1,686,076	-
All Pro Diversified Bond Fund	-	12,610,033
All Pro International Equity Strategy Fund	-	5,318,359
All Pro Large Cap Growth Fund	-	4,401,672
All Pro Large Cap Value Fund	-	4,181,543

During 2011 and 2010, the Plan's investments (including investments bought, sold and held during the year) appreciated (depreciated) in value as follows:

	<u>2011</u>	<u>2010</u>
Pooled separate accounts	\$ 938,456	\$ 3,108,316
Mutual funds	(112,000)	-
Insurance company general account	<u>24,019</u>	<u>40,674</u>
	<u>\$ 850,475</u>	<u>\$ 3,148,990</u>

Note 6 - Information prepared and certified by the custodian

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, Nationwide Life Insurance Company of America, the custodian of the Plan, has certified the following data included in the accompanying financial statements and the supplemental schedules is complete and accurate with respect to investments:

VERSO PAPER COMPANY PENSION PLAN FOR HOURLY EMPLOYEES

Notes to Financial Statements (Continued)
December 31, 2011 and 2010

Note 6 - Information prepared and certified by the custodian (continued)

- Investments at fair value
- Net appreciation in fair value of investments
- Dividends
- Schedule of assets (held at end of year)
- Schedule of reportable transactions

The Plan's independent public accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and the supplemental schedules.

Note 7 - Fair value measurements

Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, provides a common definition of fair value and establishes the framework for measuring fair value. ASC 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also established a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value, and describes three levels of inputs that may be used to measure fair value.

Level 1: Quoted prices for identical assets in active markets that the Plan has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices, such as quoted prices for similar assets, quoted prices in markets that are not active, and other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect management's own assumptions about the assumptions that market participants would use in pricing an asset.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used as of December 31, 2011 and 2010.

Mutual funds: Valued at quoted market prices based upon the net asset value of shares held by the Plan at year end.

Pooled separate accounts: Valued at the net asset value of units held by the Plan at year end.

Insurance company general account: Fair value is determined by Nationwide Life Insurance Company based upon the credited rate communicated to the Plan. The credited rate changes periodically based upon returns of the underlying investments.

VERSO PAPER COMPANY PENSION PLAN FOR HOURLY EMPLOYEES

Notes to Financial Statements (Continued)
December 31, 2011 and 2010

Note 7 - Fair value measurements (continued)

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

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010.

Assets at Fair Value as of December 31, 2011				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds				
Fixed income	\$ 16,619,897	\$ -	\$ -	\$ 16,619,897
Large capital equity	5,058,230	-	-	5,058,230
International equity	963,472	-	-	963,472
Small capital equity	963,472	-	-	963,472
Blended equity	<u>481,736</u>	<u>-</u>	<u>-</u>	<u>481,736</u>
Total	<u>\$ 24,086,807</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 24,086,807</u>

Assets at Fair Value as of December 31, 2010				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Pooled separate accounts				
Fixed income	\$ -	\$ 12,610,033	\$ -	\$ 12,610,033
Large capital equity	-	8,583,215	-	8,583,215
International equity	-	5,318,359	-	5,318,359
Small capital equity	<u>-</u>	<u>1,595,053</u>	<u>-</u>	<u>1,595,053</u>
Total pooled separate accounts	-	28,106,660	-	28,106,660
Insurance company general account				
Fixed income fund	<u>-</u>	<u>1,151,721</u>	<u>-</u>	<u>1,151,721</u>
Total	<u>\$ -</u>	<u>\$ 29,258,381</u>	<u>\$ -</u>	<u>\$ 29,258,381</u>

Transfers between fair value levels

During 2011, the Plan's custodian changed investment platforms. As a result, all investments were transferred from level 2 investments to level 1 investments.

VERSO PAPER COMPANY PENSION PLAN FOR HOURLY EMPLOYEES

Notes to Financial Statements (Continued)
December 31, 2011 and 2010

Note 8 - Related party transactions

Plan investments consisted of interests in certain pooled separate accounts and a fixed income fund during 2010 and for the period January 1, 2011 through April 18, 2011. From the period April 19, 2011 through December 31, 2011, investments consisted of mutual funds. The investments are either managed and/or offered by Nationwide Life Insurance Company of America. Nationwide Life Insurance Company of America is the custodian for the Plan and, therefore, these investments and related investment transactions qualify as party-in-interest transactions. Fees paid to the custodian totaled \$110,114 in 2011 and \$208,139 in 2010.

The Company provides the Plan with certain management and administrative services for which no fees are charged.

Note 9 - Tax status

The Plan has received a determination letter from the Internal Revenue Service (IRS) dated November 6, 2008, stating that the Plan qualifies under the applicable sections of the Internal Revenue Code (IRC) and is, therefore, not subject to tax under present income tax law. The Plan, which has been amended since receiving the determination letter, is required to operate in conformity with the IRC to maintain its qualification. Management is not aware of any course of action or series of events that have occurred that might adversely affect the Plan's qualified status.

U.S. generally accepted accounting principles require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has evaluated the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits in progress for any tax periods. The plan administrator believes it is no longer subject to IRS examinations for years prior to December 31, 2008.

Note 10 - Risks and uncertainties

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

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

VERSO PAPER COMPANY PENSION PLAN FOR HOURLY EMPLOYEES

Notes to Financial Statements (Continued)
December 31, 2011 and 2010

Note 11 - Subsequent event

On May 28, 2012, the Sartell Mill in Sartell, Minnesota suffered a major fire and explosion causing substantial damage to the mill's paper warehouse and important infrastructure. Subsequently, on August 2, 2012, Verso Paper Corp announced, after a comprehensive assessment, they would not be reopening the Sartell Mill. Plan management is evaluating the effect of the plant closing as it relates to the Plan.

Attachment to 2011 Form 5500
Schedule SB, line 4 - Additional Information for Plans in At-Risk Status

Plan Name	<u>Verso Paper Corp. Pension Plan for Hourly Employees</u>	EIN:	<u>56-2597634</u>
Plan Sponsor's Name	<u>Verso Paper Corp.</u>	PN:	<u>003</u>

Describe the at-risk assumptions for the assumed form of payment.

Assumed Form of Payment: Life annuity at assumed retirement age

Assumed Retirement Age:

- employees currently eligible to retire assumed to retire at the earlier of the next valuation date or as valued using the not-at-risk assumption
- remaining employees who will be eligible to retire within eleven years assumed to retire at the earlier of the next valuation date following attainment of both age 55 and 10 years of vesting service (but not prior to the next valuation date) or as valued using the not-at-risk assumption

Attachment to 2011 Form 5500
Schedule SB, line 22 - Description of Weighted Average Retirement Age

Plan Name <u>Verso Paper Corp. Pension Plan for Hourly Employees</u>	EIN: <u>56-2597634</u>
Plan Sponsor's Name <u>Verso Paper Corp.</u>	PN: <u>003</u>

The weighted average retirement age is equal to the normal retirement age of 63.

List the rate of retirement at each age and describe the methodology used to compute the weighted average retirement age, including a description of the weight applied at each potential retirement age.

For employees who, as of 8/1/2006, had attained age 55 with at least 10 years of service: 55-1%;56-1%;57-1%;58-1%;59-1%;60-1%;61-10%;62-50%;63-30%;64-20%;65-80%;66-50%;67-50%;68-50%;69-50%;70-100% (average age=62.7)

For all other employees:

62-20%;63-10%;64-10%;65-80%;66-50%;67-50%;68-50%;69-50%;70-100% (average age=64.4)

Methodology:

- 1) at each age the number expected to retire is the number of lives at the beginning of the year times the rate at that age
- 2) the number of lives at the next age is the number at the prior age less the number expected to retire
- 3) the product of age and number expected to retire at each age is totaled
- 4) the value in 3) divided by the initial number of lives is the average weighted retirement age for the class
- 5) the overall average retirement age is the weighted average of the two classes

Attachment to 2011 Form 5500
Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

Plan Name	<u>Verso Paper Corp. Pension Plan for Hourly Employees</u>	EIN:	<u>56-2597634</u>
Plan Sponsor's Name	<u>Verso Paper Corp.</u>	PN:	<u>003</u>

Describe all non-prescribed actuarial assumptions used to determine the funding target and target normal cost. Also, describe the method for determining the actuarial value of assets and any other aspects of the funding method for determining the Schedule SB entries that are not prescribed by law.

INTEREST: September 2010 Segment rates (3.78%, 6.31%, 6.57%); effective rate 6.36%

MORTALITY: 2011 IRS Annuitant & Non-annuitant Static Mortality Tables

RETIREMENT: see Line 22 attachment

WITHDRAWAL: Select/Ultimate rates by age- select apply during 1st 5 yrs

(25:24.5%/9.6%), (30:21.6%/8.2%), (35:18.7%/6.8%), (40:18.7%/5.4%), (45:18.7%/5.4%),
(50:18.7%/5.4%), (55:0.0%/0.0%)

DISABILITY: 1987 Commissioner's Group Disability table. Sample rates by (age:
Male/Female): (25:.089%/.116%), (30:.105%/.155%), (35:.137%/.232%), (40:.202%/.305%),
(45:.356%/.463%), (50:.662%/.729%), (55:1.187%/1.068%), (60:1.671%/
1.253%), (65:2.075%/1.425%)

PERCENT MARRIED: Males 80%, Females 50%

AGE DIFFERENCE: Males are assumed to be 3 years older than their spouse

MAXIMUM BENEFIT: IRC 415 limitation

Attachment to 2011 Form 5500
Schedule SB, Part V - Summary of Plan Provisions

Plan Name	<u>Verso Paper Corp. Pension Plan for Hourly Employees</u>	EIN:	<u>56-2597634</u>
Plan Sponsor's Name	<u>Verso Paper Corp.</u>	PN:	<u>003</u>

Summary:

ELIGIBLE EMPLOYEES: hourly employees at Androscoggin, Bucksport and Sartell mills who have attained age 21 and completed one year of service from date of hire.

CREDITED SERVICE: elapsed time from date of participation.

PRIOR SERVICE: service under IP Retirement Plan is recognized

ACCRUED BENEFIT: monthly benefit equal to \$3 times IP service plus Verso service at applicable rate times Verso service.

Androscoggin: \$50 if employed at 9/30/07 (future hires - \$45)

Bucksport: \$50 if employed at 5/31/08 (future hires - \$45)

Sartell: \$50 if employed at 8/31/07 (future hires - \$45)

NORMAL RETIREMENT: age 65

EARLY RETIREMENT: age 55 and 10 years of vesting service; Unreduced at age 62.

Reduced prior to age 62 (94% at 61; 87% at 60; 83% at 59; 78% at 58; 73% at 57; 69% at 56; 65% at 55). Unreduced at 61 if employed with 20 years of service.

WITHDRAWAL: Vested after 5 years, deferred to 65, eligible for early retirement at 55 with 10 years of service.

DISABILITY RETIREMENT: Immediate, no reduction with 10 years of service, payable after end of short term disability benefits.

PRE-RETIREMENT DEATH: 50% of reduced vested accrued benefit payable to spouse at employee's earliest retirement date.

NORMAL FORM: Life is single, reduced 50% J&S if married. Lumpsum if under \$5000

ACTUARIAL EQUIVALENCE: 7.0% 1983 GAM/Male -1 (spouse: Male -5)

At 5/1/2011 the assets and liabilities associated with Androscoggin participants were spun off to a new plan. The 2011 minimum requirement was determined based upon 4 months pre-spinoff and 8 months post-spinoff. Details are given in a separate attachment labeled "Spin-Off Details".

Attachment to 2011 Form 5500
Schedule SB, line 24 - Change in Actuarial Assumptions

Plan Name Verso Paper Corp. Pension Plan for Hourly Employees
Plan Sponsor's Name Verso Paper Corp.

EIN: 56-2597634
PN: 003

Describe any change in non-prescribed actuarial assumptions and justify any such change.
no changes

Attachment to 2011 Form 5500
Schedule SB, line 25 - Change in Method

Plan Name Verso Paper Corp. Pension Plan for Hourly Employees
Plan Sponsor's Name Verso Paper Corp.

EIN: 56-2597634
PN: 003

Describe the change:
no changes

Attachment to 2011 Form 5500	
Schedule SB, line 26 - Schedule of Active Participant Data	
Plan Name	Verso Paper Corp. Pension Plan for Hourly Employees
Plan Sponsor's Name	Verso Paper Corp.
EIN:	56-2597634
PN:	003

[illegible][illegible][illegible]

Schedule SB, line 32 - Schedule of Amortization Bases

Plan Sponsor's Name	Verso Paper Corp.
----------------------------	-------------------

PN: 003

[illegible]

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

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

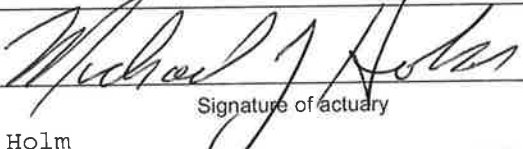
A Name of plan <u>Verso Paper Corp. Pension Plan for Hourly Employees</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>Verso Paper Corp.</u>	D Employer Identification Number (EIN) <u>56-2597634</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2011</u>			
2 Assets:			
a Market value	2a		33,809,119
b Actuarial value	2b		33,809,119
3 Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	226	8,056,489
b For terminated vested participants.....	3b	77	724,618
c For active participants:			
(1) Non-vested benefits.....	3c(1)		620,940
(2) Vested benefits	3c(2)		39,726,347
(3) Total active.....	3c(3)	1,699	40,347,287
d Total.....	3d	2,002	49,128,394
4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☒			
a Funding target disregarding prescribed at-risk assumptions	4a		41,744,777
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b		47,903,807
5 Effective interest rate	5		6.36 %
6 Target normal cost	6		4,605,116

Statement by Enrolled Actuary

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

SIGN HERE	 Signature of actuary	<u>09/18/2012</u> Date <u>11-03912</u> Most recent enrollment number <u>(312) 488-6778</u> Telephone number (including area code)
<u>Michael J. Holm</u> Type or print name of actuary <u>Verisight, Inc.</u> Firm name <u>135 S. LaSalle St. Suite 2225</u> Address of the firm <u>Chicago IL 60603</u>		

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

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:				
a Segment rates:	1st segment: 3.78 %	2nd segment: 6.31 %	3rd segment: 6.57 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	4,605,116	
b Excess assets, if applicable, but not greater than 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	9,805,279	2,412,133	
b Waiver amortization installment.....	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount.....	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	7,017,249	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	7,017,249	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	7,642,329	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	625,080	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

ATTACHMENT TO 2011 Form 5500- Schedule SB

Plan: Verso Paper Corp. Pension Plan for Hourly Employees
 Sponsor: Verso Paper Corp.
 EIN/PN: 56-2597634/003

Details of spinoff calculation

5/1/2011 Spinoff date

1/1/2011 Measurement date

Liabilities and assets allocated based upon Not-At-Risk (ABO) liability

Effective rate: 6.36%

Market Value, Actuarial Value, PFB, shortfall bases allocated using this ratio

1/1/11 values	ABO	ratio	MV	AV	PFB
Androscoggin	17,023,574	0.4078	13,846,978	13,787,359	252
Bucksport+Sartell	24,721,253	0.5922	20,108,339	20,021,760	366
	-----	-----	-----	-----	-----
	41,744,827	1.0000	33,955,317	33,809,119	618

2011 Minimum Required Contribution (as of 1/1/11) determined on a 12 month basis

	Pre- spinoff	Post- spinoff	Shown on SB
NC	6,286,196	3,559,075	
Expenses	137,000	137,000	
1)Target NC	6,423,196	3,696,075	4,605,116
2)SF amortization	3,202,369	2,017,015	2,412,133
1)+2)	9,625,565	5,713,090	7,017,249

Shortfall amortixation amounts:

Bases and amortization amounts- pre and post spinoff- are shown
 on the attached line 32 schedule

Sch SB line 32 is the post spin-off outstanding balance and prorated
 installment requirement

		# of mos	prorated amount
Pre- spinoff	9,625,565	4	3,208,522
Post- spinoff	5,713,090	8	3,808,727

Sch SB line 34:			7,017,249

VERSO PAPER COMPANY PENSION PLAN FOR HOURLY EMPLOYEES

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

EIN: 75-3217399 / Plan Number: 003

December 31, 2011

(a)	(b)(c) Identity of Issue/Description	Number of Shares	(d) Cost	Current (e) Value
	<u>Mutual funds</u>			
	Federated Total Return Bond Fund	427,071	\$ 4,658,192	\$ 4,817,364
	Vanguard Total Bond Market Index Signal Fund	328,456	3,613,021	3,613,021
	PIMCO Real Return Fund	204,299	2,280,935	2,408,681
	Vanguard Short-Term Investment-Grade Fund	203,742	2,161,982	2,167,813
	Legg Mason Western Asset Inflation Indexed Bond Fund	142,285	1,589,749	1,686,076
	Dodge & Cox Stock Fund	11,849	1,273,765	1,204,340
	Vanguard Growth Index Signal Fund	40,908	1,223,216	1,204,340
	Prudential High-Yield Fund	179,084	926,818	963,472
	Vanguard Value Index Signal Fund	45,233	971,361	963,472
	Dreyfus Institutional Preferred Money Market Fund	725,439	724,497	722,604
	Principal Equity Income Fund	40,527	660,485	722,604
	Harbor International Fund	9,185	527,513	481,736
	J.P. Morgan Small Cap Value Select Fund	26,704	482,640	481,736
	T. Rowe Price New Horizons Fund	15,525	442,908	481,736
	MFS Research Fund	19,631	481,736	481,736
	Hansberger International Growth Fund	36,746	546,487	481,736
	American Funds Growth Fund of America Fund	16,774	499,786	481,736
	Goldman Sachs Commodity Strategy Fund	40,895	262,298	240,868
	Fidelity Advisor Real Estate Fund	14,053	209,481	240,868
	American Funds Capital World Bond Fund	11,767	<u>240,381</u>	<u>240,868</u>
			<u>\$ 23,777,251</u>	<u>\$ 24,086,807</u>

VERSO PAPER COMPANY PENSION PLAN FOR HOURLY EMPLOYEES
Schedule H, Line 4i - Schedule of Assets (Acquired and Disposed of Within Year)
EIN: 75-3217399/ Plan Number: 003
For the Year Ended December 31, 2011

Identity (a) of Party	(b) Description of Asset	Cost of (c) acquisitions	Proceeds of (d) dispositions
Nationwide	Ridgeworth Intermediate Bond Fund	\$ 5,981,249	\$ 6,050,982

VERSO PAPER COMPANY PENSION PLAN FOR HOURLY EMPLOYEES

Schedule H, Line 4j - Schedule of Reportable Transactions

EIN: 75-3217399/ Plan Number: 003

For the Year Ended December 31, 2011

Single 5% transactions

Identity (a) of Party	(b) Description of Asset	Purchase (c) Price	(d) Selling Price	Cost of (g) Asset	Current Value of (h) Asset	Net Gain (i) (Loss)
Nationwide	All Pro Diversified Bond Fund	\$ -	\$ 15,615,448	\$ 13,851,213	\$ 15,615,448	\$ 1,764,235
Nationwide	Federated Total Return Bond Fund	\$ 6,587,929	\$ -	\$ 6,587,929	\$ 6,587,929	\$ -
Nationwide	All Pro International Equity Strategy	\$ -	\$ 5,590,248	\$ 5,488,458	\$ 5,590,248	\$ 101,790
Nationwide	Ridgeworth Intermediate Bond Fund	\$ 4,940,947	\$ -	\$ 4,940,947	\$ 4,940,947	\$ -
Nationwide	All Pro Large Cap Value Fund	\$ -	\$ 4,326,081	\$ 3,698,407	\$ 4,326,081	\$ 627,674
Nationwide	All Pro Large Cap Growth Fund	\$ -	\$ 4,289,252	\$ 3,663,390	\$ 4,289,252	\$ 625,862
Nationwide	Vanguard Total Bond Market Index Signal Fund	\$ 3,613,021	\$ -	\$ 3,613,021	\$ 3,613,021	\$ -
Nationwide	Ridgeworth Intermediate Bond Fund	\$ -	\$ 3,522,296	\$ 3,383,980	\$ 3,522,296	\$ 138,316
Nationwide	PIMCO Real Return Fund	\$ 3,293,965	\$ -	\$ 3,293,965	\$ 3,293,965	\$ -
Nationwide	Vanguard Short-Term Investment-Grade Fund	\$ 2,964,568	\$ -	\$ 2,964,568	\$ 2,964,568	\$ -
Nationwide	Federated Total Return Bond Fund	\$ -	\$ 2,746,350	\$ 2,664,160	\$ 2,746,350	\$ 82,190
Nationwide	Dodge & Cox Stock Fund	\$ 2,635,172	\$ -	\$ 2,635,172	\$ 2,635,172	\$ -
Nationwide	Legg Mason Western Asset Inflation Indexed Bond Fund	\$ 2,635,172	\$ -	\$ 2,635,172	\$ 2,635,172	\$ -
Nationwide	Ridgeworth Intermediate Bond Fund	\$ -	\$ 2,055,176	\$ 1,969,880	\$ 2,055,176	\$ 85,296
Nationwide	American Funds Growth Fund of America Fund	\$ 1,976,379	\$ -	\$ 1,976,379	\$ 1,976,379	\$ -

Series 5% transactions

Identity (a) of Party	(b) Description of Asset	Purchase (c) Price	(d) Selling Price	Cost of (g) Asset	Current Value of (h) Asset	Net Gain (i) (Loss)
Nationwide	All Pro Diversified Bond Fund	\$ -	\$ 15,680,712	\$ 13,916,477	\$ 15,680,712	\$ 1,764,235
Nationwide	Federated Total Return Bond Fund	\$ 8,049,375	\$ -	\$ 8,049,375	\$ 8,049,375	\$ -
Nationwide	Ridgeworth Intermediate Bond Fund	\$ -	\$ 6,050,982	\$ 5,810,455	\$ 6,050,982	\$ 240,527
Nationwide	All Pro International Equity Strategy	\$ -	\$ 5,934,218	\$ 5,832,428	\$ 5,934,218	\$ 101,790
Nationwide	Ridgeworth Intermediate Bond Fund	\$ 5,981,249	\$ -	\$ 5,981,249	\$ 5,981,249	\$ -
Nationwide	All Pro Large Cap Growth Fund	\$ -	\$ 5,006,672	\$ 4,380,810	\$ 5,006,672	\$ 625,862
Nationwide	All Pro Large Cap Value Fund	\$ -	\$ 4,855,247	\$ 4,227,573	\$ 4,855,247	\$ 627,674
Nationwide	PIMCO Real Return Fund	\$ 4,075,428	\$ -	\$ 4,075,428	\$ 4,075,428	\$ -
Nationwide	Vanguard Total Bond Market Index Signal Fund	\$ 3,613,021	\$ -	\$ 3,613,021	\$ 3,613,021	\$ -

VERSO PAPER COMPANY PENSION PLAN FOR HOURLY EMPLOYEES

Schedule H, Line 4j - Schedule of Reportable Transactions

EIN: 75-3217399/ Plan Number: 003

For the Year Ended December 31, 2011

Series 5% transactions

Identity (a) of Party	(b) Description of Asset	Purchase (c) Price	(d) Selling Price	Cost of (g) Asset	Current Value of (h) Asset	Net Gain (i) (Loss)
Nationwide	Vanguard Short-Term Investment-Grade Fund	\$ 3,609,634	\$ -	\$ 3,609,634	\$ 3,609,634	\$ -
Nationwide	Federated Total Return Bond Fund	\$ -	\$ 3,283,561	\$ 3,188,514	\$ 3,283,561	\$ 95,047
Nationwide	Legg Mason Western Asset Inflation Indexed Bond Fund	\$ 3,184,917	\$ -	\$ 3,184,917	\$ 3,184,917	\$ -
Nationwide	Dodge & Cox Stock Fund	\$ 3,082,095	\$ -	\$ 3,082,095	\$ 3,082,095	\$ -
Nationwide	All Pro Diversified Bond Fund	\$ 2,882,641	\$ -	\$ 2,882,641	\$ 2,882,641	\$ -
Nationwide	American Funds Growth Fund of America Fund	\$ 2,324,345	\$ -	\$ 2,324,345	\$ 2,324,345	\$ -
Nationwide	PIMCO Real Return Fund	\$ -	\$ 1,733,560	\$ 1,635,259	\$ 1,733,560	\$ 98,301
Nationwide	Fixed Income Fund	\$ -	\$ 1,838,352	\$ 1,706,839	\$ 1,838,352	\$ 131,513
Nationwide	Vanguard Growth Index Signal Fund	\$ 1,855,073	\$ -	\$ 1,855,073	\$ 1,855,073	\$ -