

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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 In re: : Chapter 11
 :
 VERSO CORPORATION, *et al.*, : Case No. 16-10163 (KG)
 :
 Debtors. : Jointly Administered
 :
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NOTICE OF DEADLINES FOR FILING PROOFS OF CLAIM AGAINST DEBTORS

**TO: ALL ENTITIES WHO MAY HAVE CLAIMS AGAINST ANY DEBTOR(S)
LISTED BELOW**

PLEASE TAKE NOTICE THAT:

- On January 26, 2016 (the “**Petition Date**”), Verso Corporation and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the District of Delaware (the “**Court**”). Set forth below are the name, federal tax identification number, and the case number for each of the Debtors:

DEBTOR	EIN	CASE NO.
Verso Corporation	75-3217389	16-10163 (KG)
Verso Paper Finance Holdings One LLC	56-2637854	16-10166 (KG)
Verso Paper Finance Holdings LLC	75-3217395	16-10164 (KG)
Verso Paper Finance Holdings Inc.	56-2637851	16-10187 (KG)
Verso Paper Holdings LLC	56-2597634	16-10168 (KG)
Verso Paper Inc.	56-2597640	16-10171 (KG)
Verso Paper LLC	75-3217399	16-10173 (KG)
nexTier Solutions Corporation	33-0901108	16-10175 (KG)
Verso Androscoggin LLC	75-3217400	16-10180 (KG)
Verso Quinnesec REP Holding Inc.	27-4272864	16-10178 (KG)
Verso Maine Energy LLC	26-1857446	16-10186 (KG)
Bucksport Leasing LLC	37-1525464	16-10170 (KG)
Verso Quinnesec LLC	75-3217404	16-10176 (KG)
Verso Sartell LLC	75-3217406	16-10181 (KG)
Verso Fiber Farm LLC	75-3217398	16-10183 (KG)
NewPage Holdings Inc.	46-1505118	16-10172 (KG)
NewPage Investment Company LLC	46-1505118	16-10169 (KG)
NewPage Corporation	05-0616156	16-10189 (KG)

DEBTOR	EIN	CASE NO.
NewPage Consolidated Papers Inc.	16-1708330	16-10179 (KG)
Escanaba Paper Company	31-0735598	16-10185 (KG)
Luke Paper Company	11-3666265	16-10188 (KG)
Rumford Paper Company	31-1480427	16-10177 (KG)
Wickliffe Paper Company LLC	81-0668293	16-10184 (KG)
NewPage Wisconsin System Inc.	39-2003332	16-10174 (KG)
Chillicothe Paper Inc.	05-0616154	16-10182 (KG)
NewPage Energy Services LLC	30-0261838	16-10165 (KG)
Upland Resources, Inc.	22-2092996	16-10167 (KG)

**DEADLINE FOR FILING CLAIMS AGAINST
THE ABOVE-REFERENCED DEBTORS**

2. Pursuant to an order of this Court entered on March 21, 2016 [D.I. 491] (the “**Bar Date Order**”), the deadline for general creditors to file proofs of claim against any of the Debtors is **April 29, 2016 at 5:00 p.m. (prevailing Eastern Time)** (the “**General Bar Date**”), and the deadline for governmental units to file proofs of claim against any of the Debtors is **July 25, 2016 at 5:00 p.m. (prevailing Eastern Time)** (the “**Governmental Unit Bar Date**” and together with the General Bar Date, the “**Bar Dates**”). The Bar Dates apply to all claims against any of the Debtors that arose before the Petition Date, including secured claims, unsecured priority claims (including, without limitation, claims entitled to priority under sections 507(a)(4), (5), and (8) of the Bankruptcy Code), and unsecured nonpriority claims; *provided, however*, that the Bar Dates do not apply to the Excluded Claims listed in paragraph 4 below. The Bar Date Order also sets procedures to be used for filing proofs of claim, which are summarized in this notice for your convenience.
3. **UNLESS YOU FALL INTO ONE OF THE CATEGORIES LISTED IN PARAGRAPH 4 BELOW, YOU MUST FILE A PROOF OF CLAIM IF YOU HAVE A CLAIM AGAINST ANY OF THE DEBTORS THAT AROSE BEFORE JANUARY 26, 2016.** Acts or omissions that occurred before January 26, 2016, may give rise to claims subject to the Bar Dates even if the claims may not have become known or fixed or liquidated until after January 26, 2016. Under section 101(5) of the Bankruptcy Code and as used herein, the word “claim” means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.
4. The Bar Date Order provides that creditors do **NOT** have to file proofs of claim by the Bar Dates for the types of claims and interests listed below in this paragraph 4 (collectively, the “**Excluded Claims**”). **You should not file a proof of claim at this time for any Excluded Claim.** The Court may enter one or more separate orders at a later time requiring creditors to file proofs of claim for some kinds of Excluded Claims and setting related deadlines. If the Court does enter such an order, you will receive

notice of it. The following persons and entities are **not required** to file proofs of claim:

- the U.S. Trustee on account of claims for fees payable pursuant to 28 U.S.C. § 1930 with respect to these chapter 11 cases;
- any person or entity that has already properly filed a proof of claim against the correct Debtor(s) with either the Debtors' claims agent, Prime Clerk LLC ("**Prime Clerk**") or the Clerk of the Court for the United States Bankruptcy Court for the District of Delaware;
- any person or entity (i) whose claim is listed in the Debtors' Schedules of Assets and Liabilities [D.I. 457–483] (collectively, the "**Schedules**") or any amendments thereto *and* (ii) whose claim is not described therein as "disputed," "contingent," or "unliquidated," *and* (iii) who does not dispute the amount or characterization of its claim as set forth in the Schedules (including that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules);
- professionals retained by the Debtors or any statutory committee pursuant to orders of this Court who assert administrative claims for fees and expenses subject to the Court's approval pursuant to sections 330, 331, and 503(b) of the Bankruptcy Code;
- current officers and directors of the Debtors who assert claims for indemnification and/or contribution arising as a result of such officers' or directors' prepetition or postpetition services to the Debtors;
- any Debtor asserting a claim against another Debtor;
- any person or entity whose claim against the Debtors has been allowed by an order of the Court, entered on or before the applicable Bar Date;
- a current employee of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business as a wage, commission, or benefit; *provided, however*, that a current employee must submit a proof of claim by the General Bar Date for all other claims arising before the Petition Date, including claims for benefits not provided for pursuant to an order of this Court, wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- any current or former employee of the Debtors whose employment is subject to the terms of a collective bargaining agreement (and, with respect to benefit claims, any spouse or beneficiary thereof)

and labor unions representing such employees (collectively, the “**CBA Parties**”) solely with respect to any prepetition claim based on the payment of wages, salaries, employee medical benefits, insurance benefits, and other benefits authorized to be paid by order of the Court under the first day wage and benefit orders approved by the Court on January 27, 2016 and February 24, 2016 [D.I. 89 and 306]; *provided, however*, that if the Debtors have provided written notice to such CBA Parties that the Debtors do not intend to pay such claim, the CBA Parties shall have until the later of (i) the General Bar Date and (ii) 30 days from the date of written notice, to submit a proof of claim; and *provided further*, that notwithstanding the foregoing, employees (current or former) or their labor unions must submit any claims relating to grievances prior to the General Bar Date to the extent the grounds for such grievances arose on or prior to the Petition Date, *provided* that labor unions may submit a claim itemizing such grievances on behalf of their respective members;

- any entity holding a claim for which a separate deadline has been fixed by this Court, including, without limitation, the deadline for filing requests for payment of claims entitled to administrative expense status under section 503(b)(9) of the Bankruptcy Code as set forth in the *Notice of Deadline for Filing Requests for Payment of Claims Entitled to Administrative Expense Status Under Section 503(b)(9) of the Bankruptcy Code* [D.I. 328];
- any holder of an equity interest in the Debtors need not submit a proof of interest with respect to the ownership of such equity interest at this time; *provided, however*, that any holder of an equity interest who wishes to assert a claim against the Debtors other than with respect to ownership of such equity interest, including a claim relating to the purchase or sale of such interest or rescission under section 510 of the Bankruptcy Code, must submit a Proof of Claim asserting such claim on or before the General Bar Date pursuant to procedures set forth herein;
- holders of claims that are limited exclusively to the repayment of principal, interest, or other applicable fees and charges (a “**Debt Claim**”) owed under any bond or note issued by the Debtors pursuant to an indenture (a “**Debt Instrument**”); *provided, however*, that: (i) except as provided in the NewPage Final DIP Order and the Verso Final DIP Order (each as defined below), an indenture trustee under a Debt Instrument (the “**Indenture Trustee**”) must file one proof of claim, on or before the General Bar Date, with respect to all of the amounts owed under each of the Debt Instruments and such proof of claim will be deemed to be asserted by the Indenture Trustee against every Debtor that is liable

for the Debt Claim, without the necessity of filing separate proofs of claim against each Debtor, so long as the proof of claim sets forth in reasonable detail the basis and amount of the claim asserted against each Debtor and (ii) any holder of a Debt Claim wishing to assert a claim, other than a Debt Claim, arising out of or relating to a Debt Instrument must file a proof of claim on or before the General Bar Date, unless another exception in this paragraph applies; *provided, however*, that any investment manager or advisor to funds and/or accounts may file a master Proof of Claim on behalf of all funds and/or accounts under its control or oversight, on account of any and all claims arising out of or relating to a Debt Instrument that are not Debt Claims;

- the DIP Secured Parties and the Prepetition Secured Parties, as defined in and under the *Final Order (I) Authorizing NewPage Debtors (A) To Obtain Postpetition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1) and 364(e) and (B) To Utilize Cash Collateral Pursuant to 11 U.S.C. § 363 and (II) Granting Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 361, 362, 363, 364, and 507(b) [D.I. 372]* (the “**NewPage Final DIP Order**”) and the *Final Order (I) Authorizing Verso Debtors (A) To Obtain Postpetition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, 363(b), 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1) and 364(e) and (B) To Utilize Cash Collateral Pursuant to 11 U.S.C. § 363 and (II) Granting Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 361, 362, 363, 364, and 507(b) [D.I. 373]* (the “**Verso Final DIP Order**”); and
- any professionals paid in accordance with the NewPage Final DIP Order or the Verso Final DIP Order.

5. **THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM AGAINST THE DEBTORS OR THAT THE DEBTORS BELIEVE YOU HAVE A CLAIM.**

6. If the Debtors amend the Schedules after you receive this notice, the Debtors will give notice of that amendment to the holders of the claims that are affected by it, and those holders will be given an opportunity to file proofs of claim before a new deadline that will be specified in that future notice.

7. The Bankruptcy Code provides that Debtors may, at any time before a plan of reorganization or liquidation is confirmed by the Court, choose to reject certain executory contracts or unexpired leases. If your contract or lease is rejected, you may have a claim resulting from that rejection. The deadline to file a proof of claim for damages relating to the rejection of the contract or lease is the later of (a) the General Bar Date or (b) twenty-one days after entry of any order authorizing the rejection of the contract or lease.

INSTRUCTIONS FOR FILING PROOFS OF CLAIM

8. If you file a proof of claim, your filed proof of claim must (a) be signed by the claimant or if the claimant is not an individual, by an authorized agent of the claimant; (b) be written in English; (c) include a claim amount denominated in United States dollars; (d) conform substantially with the proof of claim form provided by the Debtors or Official Bankruptcy Form No. 410; and (e) state a claim against one or more of the Debtors. The Debtors are enclosing a proof of claim form for use in these chapter 11 cases. If your claim is scheduled by the Debtors, the form also sets forth the amount of your claim as scheduled by the Debtors, the specific Debtor against which the claim is scheduled, and whether the claim is scheduled as contingent, unliquidated, or disputed. You will receive a different proof of claim form for each claim scheduled in your name by the Debtors. If you believe that any information contained on the enclosed proof of claim form is incorrect, you may correct such information on the proof of claim form. If you require additional proof of claim forms, you may obtain a proof of claim form from any bankruptcy court clerk's office, your lawyer, certain business supply stores, by accessing the Debtors' bankruptcy administration website, at <https://cases.primeclerk.com/verso>, emailing versoinfo@primclerk.com, calling (855) 410-7359, or by writing to Verso Corporation Claims Processing Center c/o Prime Clerk LLC, 830 3rd Ave., 3rd Floor, New York, New York 10022.
9. Except as otherwise provided in the Bar Date Order, any entity asserting a proof of claim against more than one Debtor must file a separate proof of claim with respect to each such Debtor and identify on each proof of claim the particular Debtor against which their claim is asserted. If more than one Debtor is listed on any particular proof of claim form, such claim shall be deemed to have been filed only against the first listed Debtor. Any claim filed under the joint administration case number (Verso Corporation, *et al.*, Case No. 16-10163 (KG)) or otherwise without identifying a Debtor shall be deemed as filed only against Debtor Verso Corporation.
10. **YOUR PROOF OF CLAIM FORM MUST BE FILED SO AS TO BE ACTUALLY RECEIVED BEFORE 5:00 P.M. (PREVAILING EASTERN TIME) ON APRIL 29, 2016.** You can file your proof of claim (a) electronically via the interface available on Prime Clerk's website at <https://cases.primeclerk.com/verso/EPOC-Index> or (b) by sending the original proof of claim to Prime Clerk by regular mail, overnight mail, courier service, or hand delivery to Verso Corporation Claims Processing Center c/o Prime Clerk LLC, 830 3rd Ave., 3rd Floor, New York, New York 10022. **Prime Clerk will not accept a proof of claim sent by facsimile or email, and any proof of claim submitted via facsimile or email will be disregarded.** To receive a copy of your filed proof of claim, please enclose a copy of the claim and a self-addressed stamped envelope or contact Prime Clerk at the address above, by email at versoinfo@primeclerk.com, or by telephone at (855) 410-7359.

CONSEQUENCES OF MISSING THE DEADLINE FOR FILING CLAIMS

11. **EXCEPT WITH RESPECT TO EXCLUDED CLAIMS (AS DESCRIBED IN PARAGRAPH 4 ABOVE), IF YOU FAIL TO FILE A PROOF OF CLAIM ON OR**

BEFORE 5:00 P.M. (PREVAILING EASTERN TIME) ON THE APPLICABLE BAR DATE ON ACCOUNT OF ANY CLAIM YOU WISH TO ASSERT AGAINST THE DEBTORS (OR IF YOU DO NOT SUBMIT YOUR CLAIM VIA U.S. MAIL, HAND DELIVERY, OR OVERNIGHT MAIL SO AS TO BE ACTUALLY RECEIVED ON OR BEFORE 5:00 P.M. (PREVAILING EASTERN TIME) ON THE APPLICABLE BAR DATE), THEN:

- **YOU WILL NOT BE TREATED AS A CREDITOR FOR PURPOSES OF THE CHAPTER 11 CASES;**
- **YOU WILL NOT RECEIVE ANY DISTRIBUTION IN THE CHAPTER 11 CASES ON ACCOUNT OF THAT CLAIM; AND**
- **YOU WILL NOT BE PERMITTED TO VOTE ON ANY PLAN OR PLANS OF REORGANIZATION OR LIQUIDATION FOR THE DEBTORS ON ACCOUNT OF THESE BARRED CLAIMS.**

EXAMINATION OF BAR DATE ORDER AND SCHEDULES

12. Copies of the Bar Date Order, the Schedules, and other information regarding the Debtors' chapter 11 cases are available for inspection free of charge on Prime Clerk's website at <https://cases.primeclerk.com/verso>. Copies of the Schedules and other documents filed in these chapter 11 cases also may be examined between the hours of 8:00 a.m. and 4:00 p.m. (prevailing Eastern Time), Monday through Friday, at the Office of the Clerk of the Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801.

QUESTIONS

13. Proof of claim forms may be obtained by visiting Prime Clerk's website at <https://cases.primeclerk.com/verso> or by contacting Prime Clerk at Verso Corporation Claims Processing Center c/o Prime Clerk LLC, 830 3rd Ave., 3rd Floor, New York, New York 10022, by email at versoinfo@primeclerk.com, or by telephone at (855) 410-7359. Prime Clerk cannot advise you how to file, or whether you should file, a proof of claim.

Dated: March 24, 2016
Wilmington, Delaware

/s/ Amanda R. Steele

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