

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

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In re:	:	Chapter 11
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VERSO CORPORATION, <i>et al.</i> , ¹	:	Case No. 16-10163 (KG)
	:	
Debtors.	:	Jointly Administered
	:	
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**NOTICE OF HEARING TO CONSIDER APPROVAL OF DISCLOSURE STATEMENT
WITH RESPECT TO DEBTORS’ JOINT PLAN OF REORGANIZATION
UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

PLEASE TAKE NOTICE that on March 26, 2016, the above-captioned debtors (the “**Debtors**”) filed (i) the *Debtors’ Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (as may be amended, modified, and/or supplemented, the “**Plan**”) and (ii) the *Disclosure Statement for Debtors’ Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (as may be amended, modified, and/or supplemented, the “**Disclosure Statement**”) with the Court. The Debtors will file a motion (the “**Solicitation Procedures Motion**”) seeking entry of an order (the “**Disclosure Statement Order**”) approving, among other things, (i) the Disclosure Statement, and (ii) the solicitation procedures in connection with solicitation of the Plan (the “**Solicitation Procedures**”).

PLEASE TAKE FURTHER NOTICE that the hearing to consider the entry of the Disclosure Statement Order (the “**Disclosure Statement Hearing**”) will be held before the Honorable Kevin Gross at the Court, 824 N. Market Street, 6th Floor, Courtroom 3, Wilmington, Delaware 19801 on **May 9, 2016, at 10:00 a.m. (prevailing Eastern time)**. The Disclosure Statement Hearing may be continued from time to time without further notice other than the announcement by the Debtors of the adjourned date(s) at the Disclosure Statement Hearing or

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are Verso Corporation (7389); Verso Paper Finance Holdings One LLC (7854); Verso Paper Finance Holdings LLC (7395); Verso Paper Holdings LLC (7634); Verso Paper Finance Holdings Inc. (7851); Verso Paper Inc. (7640); Verso Paper LLC (7399); nexTier Solutions Corporation (1108); Verso Androscoggin LLC (7400); Verso Quinnesec REP Holding Inc. (2864); Verso Maine Energy LLC (7446); Verso Quinnesec LLC (7404); Bucksport Leasing LLC (5464); Verso Sartell LLC (7406); Verso Fiber Farm LLC (7398); NewPage Holdings Inc. (5118); NewPage Investment Company LLC (5118); NewPage Corporation (6156); NewPage Consolidated Papers Inc. (8330); Escanaba Paper Company (5598); Luke Paper Company (6265); Rumford Paper Company (0427); Wickliffe Paper Company LLC (8293); Upland Resources, Inc. (2996); NewPage Energy Services LLC (1838); Chillicothe Paper Inc. (6154); and NewPage Wisconsin System Inc. (3332). The address of the Debtors’ corporate headquarters is 6775 Lenox Center Court, Suite 400, Memphis, Tennessee 38115-4436.

any continued hearing or as indicated in any notice of agenda of matters scheduled for hearing filed with the Court.²

PLEASE TAKE FURTHER NOTICE that the Debtors plan to file an amended Plan and Disclosure Statement consistent with the *Order Approving Stipulation Tolling Challenge Periods and Related Deadlines Under Final DIP Orders for Debtors and Official Committee of Unsecured Creditors* [D.I. 627] prior to the Disclosure Statement Hearing.

PLEASE TAKE FURTHER NOTICE that in accordance with the Bankruptcy Rules and the Local Rules, only certain parties in interest are entitled to receive copies of the Disclosure Statement, the Plan, and the Solicitation Procedures Motion. However, such documents (i) are available for viewing, free of charge, on the Debtors' restructuring website, at <https://cases.primeclerk.com/verso>, (ii) can be obtained by contacting the Debtors' law firm by e-mail (dperez@omm.com), or (iii) can be accessed on the Court's website: www.deb.uscourts.gov, which requires a PACER password and login.

PLEASE TAKE FURTHER NOTICE that responses and objections, if any, to the approval of the Disclosure Statement, the Solicitation Procedures Motion, or the other relief sought by the Debtors in connection therewith, must: (i) be in writing, (ii) conform to the Bankruptcy Rules and the Local Rules, (iii) state the name and address of the objecting party and the amount and nature of the Claim or Equity Interest of such party, (iv) state with particularity the legal and factual basis and nature of any objection or response and include, where appropriate, proposed language to be inserted in the Disclosure Statement and/or the Plan to resolve any such objection or response, and (v) be filed, together with proof of service, with the Court and served **so as to be actually received on or before 4:00 p.m. (prevailing Eastern time) on May 2, 2016**, by (a) co-counsel to the Debtors, O'Melveny & Myers LLP, Times Square Tower, Seven Times Square, New York, New York 10036 (Attn: George A. Davis, Esq. and Andrew M. Parlen, Esq.); (b) co-counsel to the Debtors, Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Mark D. Collins, Esq. and Michael J. Merchant, Esq.); (c) counsel to the Creditors' Committee, Lowenstein Sandler LLP, 1251 Avenue of the Americas, New York, New York 10020 (Attn: Sharon L. Levine, Esq.); (d) counsel to the Steering Committee of NewPage Term Loans, Ropes & Gray LLP, 1211 Avenue of the Americas, New York, New York 10036 (Attn: Keith H. Wofford, Esq. and Stephen Moeller-Sally, Esq.); (e) counsel to the Informal Committee of Holders of Verso First Lien Debt, Milbank, Tweed, Hadley & McCloy LLP, 28 Liberty Street, New York, New York 10005-1413 (Attn: Dennis F. Dunne, Esq., Samuel A. Khalil, Esq., and Steven Z. Szanzer, Esq.) and 601 South Figueroa Street, 30th Floor, Los Angeles, California 90017 (Attn: Gregory A. Bray, Esq. and Thomas R. Kreller, Esq.); (f) counsel to Credit Suisse AG as administrative agent and collateral agent under the Debtors' prepetition cash flow revolving facility, Sidley Austin LLP, 787 Seventh Avenue, New York, New York, 10019 (Attn: Jennifer Hagle, Esq.); (g) counsel to Barclays Bank PLC as administrative agent and collateral agent under the NewPage Revolving DIP Facility and NewPage Term DIP Facility, Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, New York 10036 (Attn:

² Capitalized terms used herein and not otherwise defined shall have the meanings given to them in the Solicitation Procedures Motion, or if not defined therein, in the Disclosure Statement.

Shana A. Elberg, Esq.); (h) counsel to Citibank, N.A. as administrative agent and collateral agent under the Debtors' postpetition secured debtor-in-possession financing, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017 (Attn: Brian M. Resnick, Esq. and Darren S. Klein, Esq.); and (i) the Office of the United States Trustee for the District of Delaware, J. Caleb Boggs Federal Building, 844 North King Street, Suite 2207, Wilmington, Delaware 19801 (Attn: Jane M. Leamy, Esq.).

PLEASE TAKE FURTHER NOTICE that except as may be otherwise indicated in the Disclosure Statement Order, shortly after the date on which the Court enters the Disclosure Statement Order, (i) the Holders of Claims in Classes 3 through 8 as of the Voting Record Date (as defined in the Solicitation Procedures Motion) will receive, among other things, (a) one or more Ballots, (b) the notice of the Confirmation Hearing (the "**Confirmation Hearing Notice**"), and (c) such other materials as the Court may direct or approve (collectively, the "**Solicitation Package**"), and (ii) the Holders of Claims that are not entitled to vote on the Plan may receive an appropriate notice of non-voting status and/or the Confirmation Hearing Notice but shall not receive the Solicitation Package.

PLEASE TAKE FURTHER NOTICE THAT THIS NOTICE IS NOT A SOLICITATION OF VOTES TO ACCEPT OR REJECT THE PLAN. VOTES ON THE PLAN MAY NOT BE SOLICITED UNLESS AND UNTIL THE DISCLOSURE STATEMENT ORDER IS ENTERED BY THE COURT.

Dated: April 4, 2016
Wilmington, Delaware

/s/ Amanda R. Steele

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