Verso Paper Holdings LLC
Form 10-Q
May 09, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

þ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2011

or

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from __________ to __________

Verso Paper Corp.
(Exact name of registrant as specified in its charter)

Delaware (State of Incorporation or Organization)	001-34056 (Commission File Number)	75-3217389 (IRS Employer Identification Number)

Verso Paper Holdings LLC
(Exact name of registrant as specified in its charter)

Delaware (State of Incorporation or Organization)	333-142283 (Commission File Number)	56-2597634 (IRS Employer Identification Number)

6775 Lenox Center Court, Suite 400
Memphis, Tennessee 38115-4436
(Address, including zip code, of principal executive offices)

(901) 369-4100
(Registrants' telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Verso Paper Corp.	þ Yes o No
Verso Paper Holdings LLC	þ Yes o No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Verso Paper Corp.	o Yes o No
Verso Paper Holdings LLC	o Yes o No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Verso Paper Corp.			
Large accelerated filer o	Accelerated filer o	Non-accelerated filer þ (Do not check if a smaller reporting company)	Smaller reporting company o
Verso Paper Holdings LLC			
Large accelerated filer o	Accelerated filer o	Non-accelerated filer þ (Do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Verso Paper Corp.	o Yes þ No
Verso Paper Holdings LLC	o Yes þ No

As of April 29, 2011, Verso Paper Corp had 52,625,108 outstanding shares of common stock, par value $0.01 per share, and Verso Paper Holdings LLC had one outstanding limited liability company interest.

This Form 10-Q is a combined quarterly report being filed separately by two registrants: Verso Paper Corp. and Verso Paper Holdings LLC.

References to "Verso Paper" refer to Verso Paper Corp., a Delaware corporation, and its subsidiaries. References to "Verso Finance One" refer to Verso Paper Finance Holdings One LLC and its subsidiaries. Verso Finance One is a direct, wholly-owned subsidiary of Verso Paper. References to "Verso Finance" refer to Verso Paper Finance Holdings LLC, a Delaware limited liability company, and its subsidiaries. Verso Finance is a direct, wholly-owned subsidiary of Verso Finance One. References to "Verso Holdings" refer to Verso Paper Holdings LLC, a Delaware limited liability company, and its subsidiaries. Verso Holdings is a direct, wholly-owned subsidiary of Verso Finance. Unless otherwise noted, references to "Company," "we," "us," and "our" refer to Verso Paper including Verso Holdings, a separate public-reporting company. Other than Verso Paper's common stock transactions, Verso Finance's debt obligation and related financing costs and interest expense, Verso Holdings' loan to Verso Finance, and the debt obligation of Verso Holdings' consolidated variable interest entity to Verso Finance, the assets, liabilities, income, expenses and cash flows presented for all periods represent those of Verso Holdings in all material respects. Unless otherwise noted, the information provided pertains to both Verso Paper and Verso Holdings.

Forward-Looking Statements

In this quarterly report, all statements that are not purely historical facts are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements may be identified by the words "believe," "expect," "anticipate," "project," "plan," "estima "intend," and similar expressions. Forward-looking statements are based on currently available business, economic, financial, and other information and reflect management's current beliefs, expectations, and views with respect to future developments and their potential effects on us. Actual results could vary materially depending on risks and uncertainties that may affect us and our business. For a discussion of such risks and uncertainties, please refer to "Management's Discussion and Analysis of Financial Condition and Results of Operations" and other sections of this quarterly report and to Verso Paper's and Verso Holdings' other filings with the Securities and Exchange Commission. We assume no obligation to update any forward-looking statement made in this quarterly report to reflect subsequent events or circumstances or actual outcomes.

TABLE OF CONTENTS

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

	VERSO PAPER		VERSO HOLDINGS	
(Dollars in thousands, except per share amounts)	March 31, 2011	December 31, 2010	March 31, 2011	December 31, 2010
ASSETS				
Current assets:				
Cash and cash equivalents	$54,811	$152,780	$54,736	$152,706
Accounts receivable, net	137,007	107,008	137,134	107,012
Inventories	168,650	142,516	168,650	142,516
Prepaid expenses and other assets	9,286	3,806	9,297	3,792
Total current assets	369,754	406,110	369,817	406,026
Property, plant, and equipment, net	955,681	972,711	955,681	972,711
Reforestation	13,744	13,826	13,744	13,826
Intangibles and other assets, net	100,298	104,795	122,943	127,350
Goodwill	18,695	18,695	10,551	10,551
Total assets	$1,458,172	$1,516,137	$1,472,736	$1,530,464
LIABILITIES AND EQUITY				
Current liabilities:				
Accounts payable	$122,165	$123,874	$123,056	$124,774
Accrued liabilities	78,050	119,810	77,296	118,923
Total current liabilities	200,215	243,684	200,352	243,697
Long-term debt	1,255,248	1,228,611	1,198,029	1,172,736
Other liabilities	51,947	50,648	43,762	42,614
Total liabilities	1,507,410	1,522,943	1,442,143	1,459,047
Commitments and contingencies (Note 11)	-	-	-	-
Equity:				
Preferred stock -- par value $0.01 (20,000,000 shares authorized, no shares issued)	-	-	n/a	n/a
Common stock -- par value $0.01 (250,000,000 shares authorized with 52,625,108 shares issued and outstanding on March 31, 2011, and 52,467,101 shares issued and outstanding on December 31, 2010)	527	525	n/a	n/a
Paid-in-capital	214,708	214,050	319,335	318,690
Retained deficit	(249,724)	(205,127)	(273,993)	(231,019)
Accumulated other comprehensive loss	(14,749)	(16,254)	(14,749)	(16,254)
Total equity	(49,238)	(6,806)	30,593	71,417
Total liabilities and equity	$1,458,172	$1,516,137	$1,472,736	$1,530,464

Included in the balance sheet line items above are related-party balances as follows (Note 9):

Accounts receivable	$14,371	$12,248	$14,497	$12,248
Intangibles and other assets, net	-	-	23,305	23,305
Accounts payable	877	808	877	808
Accrued liabilities	-	-	126	-
Long-term debt	-	-	23,305	23,305

See notes to unaudited condensed consolidated financial statements.

4

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	VERSO PAPER Three Months Ended March 31,		VERSO HOLDINGS Three Months Ended March 31,	
(Dollars in thousands, except per share amounts)	2011	2010	2011	2010
Net sales	$416,592	$363,646	$416,592	$363,646
Costs and expenses:				
Cost of products sold - (exclusive of depreciation, amortization, and depletion)	352,528	336,746	352,528	336,746
Depreciation, amortization, and depletion	31,347	32,142	31,347	32,142
Selling, general, and administrative expenses	18,634	16,269	18,583	16,217
Total operating expenses	402,509	385,157	402,458	385,105
Operating income (loss)	14,083	(21,511)	14,134	(21,459)
Interest income	(34)	(39)	(412)	(39)
Interest expense	32,389	32,322	31,344	31,001
Other, net	26,327	(244)	26,176	(245)
Loss before income taxes	(44,599)	(53,550)	(42,974)	(52,176)
Income tax benefit	(2)	-	-	-
Net loss	$(44,597)	$(53,550)	$(42,974)	$(52,176)
Loss per common share				
Basic	$(0.84)	$(1.02)		
Diluted	$(0.84)	$(1.02)		
Weighted average common shares outstanding (in thousands)				
Basic	53,114	52,381		
Diluted	53,114	52,381		
Included in the financial statement line items above are related-party transactions as follows (Note 9):				
Net sales	$42,994	$32,154	$42,994	$32,154
Purchases included in cost of products sold	1,813	1,388	1,813	1,388
Interest income	-	-	(379)	-
Interest expense	-	-	379	-

See notes to unaudited condensed consolidated financial statements.

VERSO PAPER CORP.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE PERIODS ENDED MARCH 31, 2011 AND 2010

(Dollars and shares in thousands)	Common Shares	Common Stock	Paid-in-Capital	Retained Deficit	Accumulated Other Comprehensive Income (Loss)	Total Equity
Balance - December 31, 2009	52,374	$ 524	$ 212,381	$ (74,045)	$ (13,569)	$ 125,291
Net loss	-	-	-	(53,550)	-	(53,550)
Other comprehensive income (loss):						
Net unrealized losses on derivative financial instruments, net of reclassification of $0.8 million of net losses included in net loss	-	-	-	-	(6,451)	(6,451)
Defined benefit pension plan amortization of net loss and prior service cost	-	-	-	-	468	- 468
Total other comprehensive loss	-	-	-	-	(5,983)	(5,983)
Comprehensive loss	-	-	-	(53,550)	(5,983)	(59,533)
Common stock issued for restricted stock	90	1	(1)	-	-	-
Stock option exercise	1	-	-	-	-	-
Equity award expense	-	-	359	-	-	359
Balance - March 31, 2010	52,465	$ 525	$ 212,739	$ (127,595)	$ (19,552)	$ 66,117
Balance - December 31, 2010	52,467	$ 525	$ 214,050	$ (205,127)	$ (16,254)	$ (6,806)
Net loss	-	-	-	(44,597)	-	(44,597)
Other comprehensive income (loss):						
Net unrealized gains on derivative financial instruments, net of reclassification of $1.3 million of net losses included in net loss	-	-	-	-	1,113	1,113
Defined benefit pension plan						

amortization of net loss and prior service cost	-		-		-		-		392	392
Total other comprehensive income	-		-		-		-		1,505	1,505
Comprehensive income (loss)	-		-		-		(44,597)		1,505	(43,092)
Common stock issued for restricted stock	153		2		(2)		-		-	-
Stock option exercise	5		-		15		-		-	15
Equity award expense	-		-		645		-		-	645
Balance - March 31, 2011	52,625	$	527	$	214,708	$	(249,724)	$	(14,749)	$ (49,238)

See notes to unaudited condensed consolidated financial statements.

6

VERSO PAPER HOLDINGS LLC
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN MEMBER'S EQUITY
FOR THE PERIODS ENDED MARCH 31, 2011 AND 2010

(Dollars in thousands)	Paid-in-Capital	Retained Deficit	Accumulated Other Comprehensive Income (Loss)	Total Member's Equity
Balance - December 31, 2009	$ 317,023	$ (105,461)	$ (13,569)	$ 197,993
Net loss	-	(52,176)	-	(52,176)
Other comprehensive income (loss):				
Net unrealized losses on derivative financial instruments, net of reclassification of $0.8 million of net losses included in net loss	-	-	(6,451)	(6,451)
Defined benefit pension plan amortization of net loss and prior service cost	-	-	468	468
Total other comprehensive loss	-	-	(5,983)	(5,983)
Comprehensive loss	-	(52,176)	(5,983)	(58,159)
Equity award expense	359	-	-	359
Balance - March 31, 2010	$ 317,382	$ (157,637)	$ (19,552)	$ 140,193
Balance - December 31, 2010	$ 318,690	$ (231,019)	$ (16,254)	$ 71,417
Net loss	-	(42,974)	-	(42,974)
Other comprehensive income (loss):				
Net unrealized gains on derivative financial instruments, net of reclassification of $1.3 million of net losses included in net loss	-	-	1,113	1,113
Defined benefit pension plan amortization of net loss and prior service cost	-	-	392	392
Total other comprehensive income	-	-	1,505	1,505
Comprehensive income (loss)	-	(42,974)	1,505	(41,469)
Equity award expense	645	-	-	645
Balance - March 31, 2011	$ 319,335	$ (273,993)	$ (14,749)	$ 30,593

See notes to unaudited condensed consolidated financial statements.

7

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	VERSO PAPER Three Months Ended March 31,		VERSO HOLDINGS Three Months Ended March 31,	
(Dollars in thousands)	2011	2010	2011	2010
Cash Flows From Operating Activities:				
Net loss	$(44,597)	$(53,550)	$(42,974)	$(52,176)
Adjustments to reconcile net loss to net cash used in operating activities:				
Depreciation, amortization, and depletion	31,347	32,142	31,347	32,142
Amortization of debt issuance costs	1,468	1,354	1,378	1,264
Accretion of discount on long-term debt	1,053	902	1,053	902
Loss (gain) on early extinguishment of debt	26,092	(253)	26,092	(255)
Loss (gain) on disposal of fixed assets	309	(59)	309	(59)
Equity award expense	645	359	645	359
Change in unrealized losses on derivatives, net	-	(6,451)	-	(6,451)
Other - net	(203)	431	(203)	431
Changes in assets and liabilities:				
Accounts receivable	(30,000)	(990)	(30,122)	(1,041)
Inventories	(26,134)	(1,184)	(26,134)	(1,184)
Prepaid expenses and other assets	(3,031)	4,594	(3,056)	4,594
Accounts payable	(1,709)	(2,338)	(1,718)	(2,338)
Accrued liabilities	(37,987)	(24,080)	(39,349)	(25,310)
Net cash used in operating activities	(82,747)	(49,123)	(82,732)	(49,122)
Cash Flows From Investing Activities:				
Proceeds from sale of fixed assets	24	52	24	52
Transfers from restricted cash, net	3,818	-	3,818	-
Capital expenditures	(13,242)	(8,435)	(13,242)	(8,435)
Net cash used in investing activities	(9,400)	(8,383)	(9,400)	(8,383)
Cash Flows From Financing Activities:				
Proceeds from long-term debt	394,618	27,437	394,618	27,437
Debt issuance costs	(10,457)	(961)	(10,458)	(961)
Repayments of long-term debt	(389,998)	-	(389,998)	-
Proceeds from issuance of common stock	15	-	-	-
Net cash provided by (used in) financing activities	(5,822)	26,476	(5,838)	26,476
Change in cash and cash equivalents	(97,969)	(31,030)	(97,970)	(31,029)
Cash and cash equivalents at beginning of period	152,780	152,097	152,706	149,762
Cash and cash equivalents at end of period	$54,811	$121,067	$54,736	$118,733

See notes to unaudited condensed consolidated financial statements.

VERSO PAPER CORP. AND VERSO PAPER HOLDINGS LLC

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS AS OF MARCH 31, 2011,
AND DECEMBER 31, 2010, AND FOR THE THREE-MONTH PERIODS ENDED MARCH 31, 2011 AND 2010

1. BACKGROUND AND BASIS OF PRESENTATION

The accompanying consolidated financial statements for Verso Paper Corp., a Delaware corporation, or “Verso Paper,” include the accounts of Verso Paper and its subsidiaries, and the accompanying consolidated financial statements for Verso Paper Holdings LLC, a Delaware limited liability company, or “Verso Holdings,” include the accounts of Verso Holdings and its subsidiaries. Verso Paper is the direct parent of Verso Paper Finance Holdings One LLC, or “Verso Finance One,” and the indirect parent of Verso Paper Finance Holdings LLC, or “Verso Finance,” and Verso Holdings. Unless otherwise noted, references to “Company,” “we,” “us,” and “our” refer to Verso Paper including Verso Holdings, a separate public-reporting company. Other than Verso Paper’s common stock transactions, Verso Finance’s debt obligation and related financing costs and interest expense, Verso Holdings’ loan to Verso Finance, and the debt obligation of Verso Holdings’ consolidated variable interest entity to Verso Finance, the assets, liabilities, income, expenses and cash flows presented for all periods represent those of Verso Holdings in all material respects. Unless otherwise noted, the information provided pertains to both Verso Paper and Verso Holdings.

The Company began operations on August 1, 2006, when it acquired the assets and certain liabilities comprising the business of the Coated and Supercalendered Papers Division of International Paper Company, or “International Paper.” The Company was formed by affiliates of Apollo Global Management, LLC, or “Apollo,” for the purpose of consummating the acquisition from International Paper, or the “Acquisition.” Verso Paper went public on May 14, 2008, with an initial public offering, “IPO,” of 14 million shares of common stock.

Verso Paper is a holding company whose subsidiaries operate in the following three segments: coated and supercalendered papers; hardwood market pulp; and other, consisting of specialty papers. The Company’s core business platform is as a producer of coated freesheet, coated groundwood, and uncoated supercalendered papers. These products serve customers in the catalog, magazine, inserts, and commercial print markets.

Included in these financial statements are the unaudited condensed consolidated financial statements of Verso Paper and Verso Holdings as of March 31, 2011, and for the three-month periods ended March 31, 2011 and 2010. The December 31, 2010, condensed consolidated balance sheet data was derived from audited financial statements but does not include all disclosures required annually by accounting principles generally accepted in the United States of America. In the opinion of management, the accompanying unaudited condensed consolidated financial statements include all adjustments that are necessary for the fair presentation of Verso Paper’s and Verso Holdings’ financial position, results of operations, and cash flows for the interim periods presented. Except as disclosed in the notes to the unaudited condensed consolidated financial statements, such adjustments are of a normal, recurring nature. Variable interest entities for which Verso Paper or Verso Holdings is the primary beneficiary are also consolidated. All material intercompany balances and transactions are eliminated. The results of operations and cash flows for the interim periods presented may not necessarily be indicative of full-year results. It is suggested that these financial statements be read in conjunction with the audited consolidated financial statements and notes thereto of Verso Paper and Verso Holdings contained in their Annual Reports on Form 10-K for the year ended December 31, 2010.

2. RECENT ACCOUNTING DEVELOPMENTS

ASC Topic 310, Receivables. New authoritative accounting guidance (Accounting Standards Update, or “ASU”, No. 2010-20) under Accounting Standards Codification, or “ASC”, Topic 310, Receivables, requires more information be disclosed to facilitate financial statement users’ evaluation of (i) the nature of credit risk inherent in an entity’s portfolio of financing receivables, (ii) how that risk is analyzed and assessed in arriving at the allowance for credit losses, and (iii) the changes and reasons for those changes in the allowance for credit losses. The amendments in ASU No. 2010-20 affect all entities with financing receivables, excluding short-term trade accounts receivable or receivables measured at fair value or lower of cost or fair value. The new disclosures require disaggregated information related to financing receivables and include for each class of financing receivables, among other things: a rollforward for the allowance for credit losses, credit quality information, and impaired, modified, non-accrual and past-due loan information. ASU 2011-01 temporarily deferred the effective date for disclosures related to troubled debt restructurings to coincide with the effective date of a proposed accounting standard update related to troubled debt restructurings. ASU 2010-20 became effective for the Company’s financial statements as of December 31, 2010, as it relates to disclosures required as of the end of a reporting period. Disclosures that relate to activity during a reporting period are required for the Company’s financial statements that include periods beginning on or after January 1, 2011. Since this new guidance under ASC Topic 310 only affects disclosure requirements and since all of the Company’s trade accounts receivable are short-term, the adoption of the new guidance under ASC Topic 310 had no impact on the Company’s consolidated financial statements or disclosures.

ASC Topic 350, Intangibles – Goodwill and Other. New authoritative accounting guidance (ASU No. 2010-28) under ASC Topic 350, Intangibles – Goodwill and Other, modifies Step 1 of the goodwill impairment test for reporting units with zero or negative carrying amounts. For those reporting units, an entity is required to perform Step 2 of the goodwill impairment test if it is more likely than not that a goodwill impairment exists. The Company’s adoption of the new guidance under ASC Topic 350, effective January 1, 2011, did not have an impact on the Company’s consolidated financial statements, as it was not more likely than not that a goodwill impairment exists.

ASC Topic 810, Consolidation. New authoritative guidance (ASU No. 2009-17) on the consolidation of Variable Interest Entities, or “VIEs”, under ASC Topic 810, Consolidation, requires entities to perform a qualitative analysis to determine whether the enterprise’s variable interest or interests give it a controlling financial interest in a VIE. The enterprise is required to assess, on an ongoing basis, whether it is a primary beneficiary or has an implicit responsibility to ensure that a VIE operates as designed. This guidance changes the previous quantitative approach for determining the primary beneficiary to a qualitative approach based on which entity (a) has the power to direct activities of a VIE that most significantly impact economic performance and (b) has the obligation to absorb losses or receive benefits that could be significant to the VIE. In addition, it requires enhanced disclosures that will provide investors with more transparent information about an enterprise’s involvement with a VIE. The Company’s adoption of the new guidance under ASC Topic 810, effective January 1, 2010, did not have a material impact on the Company’s consolidated financial statements.

ASC Topic 820, Fair Value Measurements and Disclosures. New authoritative accounting guidance (ASU No. 2010-06) under ASC Topic 820, Fair Value Measurements and Disclosures, provides guidance relating to fair value measurement disclosures. Specifically, companies are required to separately disclose significant transfers into and out of Level 1 and Level 2 measurements in the fair value hierarchy and the reasons for those transfers. For Level 3 fair value measurements, the new guidance requires a gross presentation of activities within the Level 3 roll forward. Additionally, the FASB clarified existing fair value measurement disclosure requirements relating to the level of disaggregation, inputs, and valuation techniques. This guidance was effective for interim or annual reporting periods beginning after December 15, 2009, except for the detailed Level 3 disclosures, which was effective for interim or annual reporting periods beginning after December 15, 2010. Since this new guidance only affects disclosure requirements, the Company’s adoption of the initial requirements for the quarterly period ended March 31, 2010, and the Company’s adoption of the remaining provisions for the quarterly period ended March 31, 2011, had no impact on the Company’s financial condition, results of operations, or cash flows.

Other new accounting pronouncements issued but not effective until after March 31, 2011, are not expected to have a significant effect on our consolidated financial statements.

3. SUPPLEMENTAL FINANCIAL STATEMENT INFORMATION

Earnings Per Share — Verso Paper computes earnings per share by dividing net income or net loss attributable to common stockholders by the weighted average number of common shares outstanding for the period. Diluted earnings per share is computed by dividing net income or net loss by the weighted average number of shares outstanding, after giving effect to potentially dilutive common share equivalents outstanding during the period. Potentially dilutive common share equivalents are not included in the computation of diluted earnings per share if they are anti-dilutive.

The following table provides a reconciliation of basic and diluted loss per common share of Verso Paper:

	VERSO PAPER					
	Three Months Ended March 31,					
(In thousands, except per share data)		2011			2010	
Net income (loss) available to common shareholders	$	(44,597	)	$	(53,550	)
Weighted average common stock outstanding		52,740			52,047	
Weighted average restricted stock		374			334	
Weighted average common shares outstanding - basic		53,114			52,381	
Dilutive shares from stock options		-			-	
Weighted average common shares outstanding - diluted		53,114			52,381	
Basic earnings (loss) per share	$	(0.84	)	$	(1.02	)
Diluted earnings (loss) per share	$	(0.84	)	$	(1.02	)

In accordance with ASC Topic 260, Earnings Per Share, unvested restricted stock awards issued by Verso Paper contain nonforfeitable rights to dividends and qualify as participating securities. No dividends have been declared or paid in 2011 or 2010.

For the three months ended March 31, 2011, 1,552,000 weighted average potentially dilutive shares from stock options with a weighted average exercise price per share of $3.56 were excluded from the diluted earnings per share calculation due to the antidilutive effect such shares would have on net loss per common share. For the three months ended March 31, 2010, 1,158,000 weighted average potentially dilutive shares from stock options with a weighted average exercise price per share of $3.40 were excluded from the diluted earnings per share calculation due to the antidilutive effect such shares would have on net loss per common share.

Inventories and Replacement Parts and Other Supplies — Inventory values include all costs directly associated with manufacturing products: materials, labor, and manufacturing overhead. These values are presented at the lower of cost or market. Costs of raw materials, work-in-progress, and finished goods are determined using the first-in, first-out method. Replacement parts and other supplies are stated using the average cost method and are reflected in Inventory and Intangibles and other assets on the accompanying condensed consolidated balance sheets (see also Note 4).

Inventories by major category include the following:

(Dollars in thousands)		March 31, 2011		December 31, 2010
Raw materials	$	29,199	$	27,709
Woodyard logs		11,453		3,863
Work-in-process		17,683		16,416
Finished goods		83,843		67,817
Replacement parts and other supplies		26,472		26,711
Inventories	$	168,650	$	142,516

Asset Retirement Obligations — In accordance with ASC Topic 410, Asset Retirement and Environmental Obligations, a liability and an asset are recorded equal to the present value of the estimated costs associated with the retirement of long-lived assets where a legal or contractual obligation exists. The liability is accreted over time, and the asset is depreciated over its useful life. The Company's asset retirement obligations under this standard relate to closure and post-closure costs for landfills. Revisions to the liability could occur due to changes in the estimated costs or timing of closure or possible new federal or state regulations affecting the closure.

On March 31, 2011, the Company had $0.8 million of restricted cash included in Intangibles and other assets in the accompanying condensed consolidated balance sheets related to an asset retirement obligation in the state of Michigan. This cash deposit is required by the state and may only be used for the future closure of a landfill. The following table presents an analysis related to the Company's asset retirement obligations included in Other liabilities in the accompanying condensed consolidated balance sheets:

	Three Months Ended March 31,			
(Dollars in thousands)		2011		2010
Asset retirement obligations, January 1	$	13,660	$	13,300
Accretion expense		195		204
Settlement of existing liabilities		(55)		(155)
Adjustment to existing liabilities		-		807
Asset retirement obligations, March 31	$	13,800	$	14,156

In addition to the above obligations, the Company may be required to remove certain materials from its facilities, or to remediate in accordance with current regulations that govern the handling of certain hazardous or potentially hazardous materials. At this time, any such obligations have an indeterminate settlement date, and the Company believes that adequate information does not exist to reasonably estimate any such potential obligations. Accordingly, the Company will record a liability for such remediation when sufficient information becomes available to estimate the obligation.

Property, Plant, and Equipment — Property, plant, and equipment is stated at cost, net of accumulated depreciation. Interest is capitalized on projects meeting certain criteria and is included in the cost of the assets. The capitalized interest is depreciated over the same useful lives as the related assets. Expenditures for major repairs and improvements are capitalized, whereas normal repairs and maintenance are expensed as incurred. Interest cost of $0.7 million was capitalized for the quarter ended March 31, 2011. For the quarter ended March 31, 2010, interest costs capitalized were negligible.

Depreciation is computed using the straight-line method over the assets' estimated useful lives. Depreciation expense was $30.9 million and $31.4 million, respectively, for the quarters ended March 31, 2011 and 2010.

4. INTANGIBLES AND OTHER ASSETS

Intangibles and other assets consist of the following:

	VERSO PAPER		VERSO HOLDINGS	
(Dollars in thousands)	March 31, 2011	December 31, 2010	March 31, 2011	December 31, 2010
Amortizable intangible assets:				
Customer relationships, net of accumulated amortization of $6.0 million on March 31, 2011, and $5.7 million on December 31, 2010	$ 7,332	$ 7,570	$ 7,332	$ 7,570
Patents, net of accumulated amortization of $0.5 million on March 31, 2011, and December 31, 2010	612	641	612	641
Total amortizable intangible assets	7,944	8,211	7,944	8,211
Unamortizable intangible assets:				
Trademarks	21,473	21,473	21,473	21,473
Other assets:				
Financing costs, net of accumulated amortization of $13.9 million on March 31, 2011, and $19.9 million on December 31, 2010, for Verso Paper, and net of accumulated amortization of $12.4 million on March 31, 2011, and $18.5 million on December 31, 2010, for Verso Holdings	28,068	25,550	27,408	24,800
Deferred major repair	9,359	12,009	9,359	12,009
Deferred software cost, net of accumulated amortization of $0.4 million on March 31, 2011, and $0.8 million on December 31, 2010	315	414	315	414
Replacement parts, net	4,139	4,535	4,139	4,535
Loan to affiliate	-	-	23,305	23,305
Restricted cash	23,581	27,399	23,581	27,399
Other	5,419	5,204	5,419	5,204
Total other assets	70,881	75,111	93,526	97,666
Intangibles and other assets	$ 100,298	$ 104,795	$ 122,943	$ 127,350

Amounts reflected in depreciation, amortization, and depletion expense related to intangibles and other assets are as follows:

	Three Months Ended March 31,	
(Dollars in thousands)	2011	2010
Intangible amortization	$ 266	$ 345

Software amortization	99	355

13

The estimated future amortization expense for intangible assets over the next five years is as follows:

(Dollars in thousands)	
2011	$799
2012	915
2013	815
2014	715
2015	615

5. LONG-TERM DEBT

A summary of long-term debt is as follows:

		March 31, 2011			December 31, 2010	
(Dollars in thousands)	Original Maturity	Interest Rate	Balance	Fair Value	Balance	Fair Value
Verso Paper Holdings LLC						
Revolving Credit Facility	8/1/2012	-	$ -	$ -	$ -	$ -
11.5% Senior Secured Notes (1)	7/1/2014	11.50%	299,865	344,925	332,135	384,125
9.13% Second Priority Senior Secured Notes	8/1/2014	9.13 %	-	-	337,080	347,192
8.75% Second Priority Senior Secured Notes (2)	2/1/2019	8.75 %	394,643	415,800	-	-
Second Priority Senior Secured Floating Rate Notes	8/1/2014	4.05 %	180,216	177,152	180,216	162,194
11.38% Senior Subordinated Notes	8/1/2016	11.38%	300,000	318,600	300,000	300,750
Chase NMTC Verso Investment Fund LLC						
Loan from Verso Paper Finance Holdings LLC	12/29/2040	6.50 %	23,305	23,305	23,305	23,305
Total debt for Verso Paper Holdings LLC			1,198,029	1,279,782	1,172,736	1,217,566
Verso Paper Finance Holdings LLC						
Senior Unsecured Term Loan	2/1/2013	6.67 %	80,524	77,706	79,180	76,409
Loan from Verso Paper Holdings LLC	12/29/2040	6.50 %	23,305	23,305	23,305	23,305
Eliminate loans from affiliates	12/29/2040	6.50 %	(46,610)	(46,610)	(46,610)	(46,610)
Total debt for Verso Paper Corp.			$ 1,255,248	$ 1,334,183	$ 1,228,611	$ 1,270,670

(1) Par value of $315,000 on March 31, 2011, and $350,000 on December 31, 2010.
(2) Par value of $396,000 on March 31, 2011.

The Company determines the fair value of its long-term debt based on market information and a review of prices and terms available for similar obligations.

Amounts included in interest expense related to long-term debt and amounts of cash interest payments on long-term debt are as follows:

	VERSO PAPER Three Months Ended March 31,		VERSO HOLDINGS Three Months Ended March 31,	
(Dollars in thousands)	2011	2010	2011	2010
Interest expense	$31,647	$31,005	$30,693	$29,774
Cash interest paid	55,556	55,874	55,812	55,874
Debt issuance cost amortization (1)	1,468	1,354	1,378	1,264

(1) Amortization of debt issuance cost is included in interest expense.

Revolving Credit Facility. Verso Holdings' $200 million revolving credit facility had no amounts outstanding, $28.6 million in letters of credit issued and $171.4 million available for future borrowing as of March 31, 2011. The borrowing capacity under the revolving credit facility, which previously had been reduced by $15.8 million as a result of the bankruptcy of Lehman Commercial Paper, Inc., or "Lehman," was restored by such amount when Barclays Bank PLC, or "Barclays," purchased Lehman's commitment on February 3, 2011. The indebtedness under the revolving credit facility bears interest, payable quarterly, at a rate equal to LIBOR plus 3% and/or prime plus 2% per year. Verso Holdings is required to pay a commitment fee to the lenders in respect of unutilized commitments under the revolving credit facility at a rate equal to 0.5% per year and customary letter of credit and agency fees. The indebtedness under the revolving credit facility is guaranteed jointly and severally by Verso Finance and each of Verso Holdings' subsidiaries, subject to certain exceptions, and the indebtedness and guarantees are senior secured obligations of Verso Holdings and the guarantors, respectively. The indebtedness under the revolving credit facility and related guarantees are secured by first priority liens, subject to permitted liens, on substantially all of Verso Holdings', Verso Finance's, and the subsidiary guarantors' tangible and intangible assets. The revolving credit facility matures on August 1, 2012.

11.5% Senior Secured Notes due 2014. In June 2009 and January 2010, Verso Holdings issued a total of $350 million aggregate principal amount of 11.5% senior secured notes due 2014. On March 14, 2011, Verso Holdings repurchased and retired a total of $35 million aggregate principal amount of these notes. As a result of such repurchase, Verso Holdings recognized a loss of $3.6 million, including the write-off of unamortized debt issuance costs. The notes bear interest, payable semi-annually, at the rate of 11.5% per year. The notes are guaranteed jointly and severally by each of Verso Holdings' subsidiaries, subject to certain exceptions, and the notes and guarantees are senior secured obligations of Verso Holdings and the guarantors, respectively. The notes and related guarantees are secured by first priority liens, subject to permitted liens, on substantially all of Verso Holdings' and the guarantors' tangible and intangible assets. The notes mature on July 1, 2014.

8.75% Second Priority Senior Secured Notes due 2019. On January 26, 2011, and February 10, 2011, Verso Holdings issued $360 million and $36 million, respectively, aggregate principal amount of 8.75% second priority senior secured notes due 2019. The notes bear interest, payable semi-annually, at the rate of 8.75% per year. The notes are guaranteed jointly and severally by each of Verso Holdings' subsidiaries, subject to certain exceptions, and the notes and guarantees are senior secured obligations of Verso Holdings and the guarantors, respectively. The notes and related guarantees are secured by second priority liens, subject to permitted liens, on substantially all of Verso Holdings' and the guarantors' tangible and intangible assets, excluding securities of Verso Holdings' affiliates. The notes mature on February 1, 2019.

The net proceeds from the issuance of the 8.75% second priority senior secured notes on January 26, 2011, after deducting the discount, underwriting fees and offering expenses, were $348.1 million. On January 26, 2011, and February 9, 2011, Verso Holdings used a total of $326.1 million of the net proceeds to repurchase and retire a total of $310.5 million aggregate principal amount of its 9.13% second priority senior secured fixed rate notes due 2014 pursuant to a tender offer. On March 11, 2011, Verso Holdings used an additional $27.8 million of the net proceeds and available cash to redeem the remaining outstanding $26.6 million aggregate principal amount of its 9.13% second priority senior secured fixed rate notes due 2014. Following such repurchases and redemption, there are no longer any outstanding 9.13% second priority senior secured fixed rate notes due 2014, and Verso Holdings recognized a total loss of $22.5 million, including the write-off of unamortized debt issuance costs. The net proceeds from the issuance of the 8.75% second priority senior secured notes on February 10, 2011, including a premium and after deducting the underwriting fees and offering expenses, were $36.1 million. On March 14, 2011, Verso Holdings used the net proceeds to redeem and retire $35 aggregate principal amount million of its 11.5% senior secured notes due 2014.

Second Priority Senior Secured Floating Rate Notes due 2014. In August 2006, Verso Holdings issued $250 million aggregate principal amount of second priority senior secured floating rate notes due 2014. As of March 31, 2011, Verso Holdings has repurchased and retired a total of $70 million aggregate principal amount of the notes. The notes bear interest, payable quarterly, at a rate equal to LIBOR plus 3.75% per year. As of March 31, 2011, the interest rate on the notes was 4.05% per year. The notes are guaranteed jointly and severally by each of Verso Holdings' subsidiaries, subject to certain exceptions, and the notes and guarantees are senior secured obligations of Verso Holdings and the guarantors, respectively. The notes and related guarantees are secured by second priority liens, subject to permitted liens, on substantially all of Verso Holdings' and the guarantors' tangible and intangible assets, excluding securities of Verso Holdings' affiliates. The notes mature on August 1, 2014.

11.38% Senior Subordinated Notes due 2016. In August 2006, Verso Holdings issued $300 million aggregate principal amount of 11.38% senior subordinated notes due 2016. The notes bear interest, payable semi-annually, at the rate of 11.38% per year. The notes are guaranteed jointly and severally by each of Verso Holdings' subsidiaries, subject to certain exceptions, and the notes and guarantees are unsecured senior subordinated obligations of Verso Holdings and the guarantors, respectively. The notes mature on August 1, 2016.

Verso Finance Senior Unsecured Term Loan. Verso Finance, the parent entity of Verso Holdings, has $80.5 million outstanding on its senior unsecured term loan. The loan allows Verso Finance to pay interest either in cash or in kind through the accumulation of the outstanding principal amount. The loan bears interest, payable quarterly, at a rate equal to LIBOR plus 6.25% per year on interest paid in cash and LIBOR plus 7.00% per year for interest paid in kind, or "PIK," and added to the principal balance. As of March 31, 2011, the weighted-average interest rate on the loan was 6.67% per year. Verso Finance elected to exercise the PIK option for $1.3 million and $1.2 million of interest payments due in the first quarter of 2011 and 2010, respectively. The loan matures on February 1, 2013.

As of March 31, 2011, we were in compliance in all material respects with the covenants in our debt agreements.

6. RETIREMENT PLANS

Pension Plan

The Company maintains a defined benefit pension plan that provides retirement benefits to hourly employees at the Androscoggin, Bucksport, and Sartell mills hired prior to July 1, 2004. These employees generally are eligible to participate in the plan upon completion of one year of service and attainment of age 21. Employees hired after June 30, 2004, who are not eligible for this pension plan receive an additional company contribution to their savings plan (see "Other Benefits" discussion below). The pension plan provides defined benefits based on years of credited service times a specified flat dollar benefit rate.

The Company makes contributions that are sufficient to fully fund its actuarially determined costs, generally equal to the minimum amounts required by the Employee Retirement Income Security Act (ERISA). In the first quarter of 2011, the Company made contributions of $1.5 million attributable to the 2010 plan year. The Company made an additional contribution of $1.8 million in April 2011 attributable to the 2011 plan year. The Company made no contributions in the first quarter of 2010. The Company expects to make additional contributions of $7.5 million in 2011, with $3.2 million related to the 2010 plan year and $4.3 million related to the 2011 plan year.

The Company's primary investment objective is to ensure, over the long-term life of the pension plan, an adequate pool of sufficiently liquid assets to support the benefit obligations. In meeting this objective, the pension plan seeks to achieve a high level of investment return through long-term stock and bond investment strategies, consistent with a prudent level of portfolio risk. Any volatility in investment performance compared to investment objectives should be explainable in terms of general economic and market conditions. It is not contemplated at this time that any derivative instruments will be used to achieve investment objectives. The expected return on plan assets assumption for 2011 will be 7.50 percent. The expected long-term rate of return on plan assets reflects the weighted-average expected long-term rates of return for the broad categories of investments currently held in the plans (adjusted for expected changes), based on historical rates of return for each broad category, as well as factors that may constrain or enhance returns in the broad categories in the future. The expected long-term rate of return on plan assets is adjusted when there are fundamental changes in expected returns in one or more broad asset categories and when the weighted-average mix of assets in the plans changes significantly.

The following table summarizes the components of net periodic expense:

	Three Months Ended March 31,	
(Dollars in thousands)	2011	2010
Components of net periodic benefit cost:		
Service cost	$1,674	$1,527
Interest cost	631	522
Expected return on plan assets	(645)	(462)
Amortization of prior service cost	294	446
Amortization of actuarial loss	98	22
Net periodic benefit cost	$2,052	$2,055

ASC Topic 820 provides a common definition of fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The fair value framework requires the categorization of assets and liabilities into three levels based upon the assumptions used to value the assets or liabilities (see Note 8 – Fair Value of Financial Instruments for more detail).

The following table sets forth by level, within the fair value hierarchy, the pension plan's assets at fair value as of March 31, 2011, and December 31, 2010.

(Dollars in thousands)	Total	Level 1	Level 2 (1)	Level 3
March 31, 2011				
Corporate/ Government bond fund	$ 14,511	$ -	$ 14,511	$ -
Large capital equity	8,582	-	8,582	-
International equity	5,296	-	5,296	-
Small capital equity	1,527	-	1,527	-
Fixed income fund	1,378	-	1,378	-
Total assets at fair value	$ 31,294	$ -	$ 31,294	$ -
December 31, 2010				
Corporate/ Government bond fund	$ 12,610	$ -	$ 12,610	$ -
Large capital equity	8,583	-	8,583	-
International equity	5,318	-	5,318	-
Small capital equity	1,595	-	1,595	-
Fixed income fund	1,152	-	1,152	-
Total assets at fair value	$ 29,258	$ -	$ 29,258	$ -

(1) Based on the net asset value of units held by the plan at period end.

7. DERIVATIVE INSTRUMENTS AND HEDGES

In the normal course of business, the Company utilizes derivatives contracts as part of its risk management strategy to manage its exposure to market fluctuations in energy prices and interest rates. These instruments are subject to credit and market risks in excess of the amount recorded on the balance sheet in accordance with generally accepted accounting principles. Controls and monitoring procedures for these instruments have been established and are routinely reevaluated. Credit risk represents the potential loss that may occur because a party to a transaction fails to perform according to the terms of the contract. The measure of credit exposure is the replacement cost of contracts with a positive fair value. The Company manages credit risk by entering into financial instrument transactions only through approved counterparties. Market risk represents the potential loss due to the decrease in the value of a financial instrument caused primarily by changes in commodity prices. The Company manages market risk by establishing and monitoring limits on the types and degree of risk that may be undertaken.

Derivative instruments are recorded on the balance sheet as Intangibles and other assets or Other liabilities measured at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Where available, fair value is based on observable market prices or parameters or derived from such prices or parameters. Where observable prices or inputs are not available, valuation models may be applied. For a cash flow hedge accounted for under ASC Topic 815, Derivatives and Hedging, changes in the fair value of the derivative instrument, to the extent that it is effective, are recorded in Accumulated other comprehensive income and subsequently reclassified to earnings as the hedged transaction impacts net income. Any ineffective portion of a cash flow hedge is recognized currently in earnings. Cash flows from derivative contracts are reported as operating activities on the consolidated statements of cash flows.

The Company enters into short-term, fixed-price energy swaps as hedges designed to mitigate the risk of changes in commodity prices for future purchase commitments. These fixed-price swaps involve the exchange of net cash settlements, based on changes in the price of the underlying commodity index compared to the fixed price offering, at specified intervals without the exchange of any underlying principal. The Company has designated its energy hedging relationships as cash flow hedges under ASC Topic 815 with net gains or losses attributable to effective hedging recorded in Accumulated other comprehensive income and any ineffectiveness recognized in Cost of products sold. Amounts recorded in Accumulated other comprehensive income are expected to be reclassified into cost of products sold in the period in which the hedged cash flows affect earnings.

In February 2008, the Company entered into a $250 million notional value receive-variable, pay-fixed interest rate swap hedging the cash flow exposure of the quarterly variable-rate interest payments due to changes in the benchmark interest rate (three-month LIBOR) on its second priority senior secured floating-rate notes. The swap matured in February 2010. During the three months ended March 31, 2010, $0.3 million of losses were recognized in Other income, net.

The following table presents information about the volume and fair value amounts of the Company's derivative instruments.

	March 31, 2011			December 31, 2010			
		Fair Value Measurements			Fair Value Measurements		Balance
	Notional	Derivative	Derivative	Notional	Derivative	Derivative	Sheet
(Dollars in thousands)	Amount	Asset	Liability	Amount	Asset	Liability	Location
Derivatives designated as hedging instruments under FASB ASC 815							
Short-term, fixed price energy swaps - MMBtu's	5,463,719	$ 117	$ 1,506	5,748,733	$ 142	$ 2,505	Other assets/ Accrued liabilties

The following tables present information about the effect of the Company's derivative instruments on Accumulated other comprehensive income and the condensed consolidated statements of operations.

	Loss Recognized in Accumulated OCI		Loss Reclassified from Accumulated OCI Three Months Ended		Location of Loss on
	March 31,	December 31,	March 31,		Statements
(Dollars in thousands)	2011	2010	2011	2010	of Operations
Derivatives designated as hedging instruments under FASB ASC 815					
Short-term, fixed price energy swaps(1)	$ (1,371)	$ (2,476)	$ (1,271)	$ (493)	Cost of products sold
Interest rate swaps, receive-variable, pay-fixed	-	-	-	(281)	Interest expense

(1) Net losses at March 31, 2011, are expected to be reclassified from Accumulated other comprehensive income into earnings within the next 23 months.

	Loss Recognized on Derivative Three Months Ended		Loss Recognized on Derivative (Ineffective Portion)		Location of Loss on Statements
(Dollars in thousands)	2011	2010	2011	2010	of Operations

Derivatives designated as hedging instruments under FASB ASC 815					
Short-term, fixed price energy swaps	$ (346)	$ (429)	$ (4)	$ (24)	Cost of products sold

19

8. FAIR VALUE OF FINANCIAL INSTRUMENTS

ASC Topic 820 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. On January 1, 2008, the Company adopted ASC Topic 820 as it relates to financial assets and liabilities and nonfinancial assets and liabilities that are recognized or disclosed at fair value in the financial statements on a recurring basis, and adopted ASC Topic 820 as it relates to nonfinancial assets and liabilities that are not remeasured at fair value on a recurring basis as of January 1, 2009. The adoption of these provisions of ASC Topic 820 did not have a material impact on the Company's consolidated financial statements.

The fair value framework requires the categorization of assets and liabilities into three levels based upon the assumptions used to value the assets or liabilities. Level 1 provides the most reliable measure of fair value, whereas Level 3 generally requires significant management judgment. The three levels are defined as follows:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
Level 2: Observable inputs other than those included in Level 1. For example, quoted prices for similar assets or liabilities in active markets or quoted prices for identical assets or liabilities in inactive markets.
Level 3: Unobservable inputs reflecting management's own assumption about the inputs used in pricing the asset or liability at the measurement date.

The following table summarizes the balances of assets and liabilities measured at fair value on a recurring basis:

(Dollars in thousands)	Total	Level 1	Level 2	Level 3
March 31, 2011				
Assets:				
Commodity swaps	$117	$-	$117	$-
Deferred compensation assets	2,205	2,205	-	-
Regional Greenhouse Gas Initiative carbon credits	341	-	341	-
Liabilities:				
Commodity swaps	$1,506	$-	$1,506	$-
Deferred compensation liabilities	2,205	2,205	-	-
December 31, 2010				
Assets:				
Commodity swaps	$142	$-	$142	$-
Deferred compensation assets	1,547	1,547	-	-
Regional Greenhouse Gas Initiative carbon credits	334	-	334	-
Liabilities:				
Commodity swaps	$2,505	$-	$2,505	$-
Deferred compensation liabilities	1,547	1,547	-	-

Fair values are based on observable market data.

The Company did not record any impairment charges on long-lived assets and no significant events requiring non-financial assets and liabilities to be measured at fair value occurred (subsequent to initial recognition) during the three months ended March 31, 2011 or 2010.

9. RELATED PARTY TRANSACTIONS

The Company had net sales to xpedx, a subsidiary of International Paper, and its affiliated companies of approximately $43.0 million for the first quarter of 2011, compared to $32.2 million for the same period in 2010. For the first quarter of 2011 and 2010, sales to xpedx and its affiliated companies accounted for approximately 10% and 9%, respectively, of the Company's net sales. The Company had purchases from related parties, primarily xpedx and its affiliated companies, of approximately $1.8 million and $1.4 million, respectively, included in cost of products sold for the first quarter of 2011 and 2010.

Subsequent to the Acquisition, the Company entered into a management agreement with Apollo, relating to the provision of certain financial and strategic advisory services and consulting services, which will expire on August 1, 2018. Under the management agreement, at any time prior to the expiration of the agreement, Apollo has the right to act, in return for additional fees to be mutually agreed by the parties to the management agreement, as the Company's financial advisor or investment banker for any merger, acquisition, disposition, financing or the like if the Company decides that it needs to engage someone to fill such role. In the event the Company is not able to come to an agreement with Apollo in connection with such role, at the closing of any merger, acquisition, disposition or financing or any similar transaction, the Company has agreed to pay Apollo a fee equal to 1% of the aggregate enterprise value (including the aggregate value of equity securities, warrants, rights and options acquired or retained; indebtedness acquired, assumed or refinanced; and any other consideration or compensation paid in connection with such transaction). The Company agreed to indemnify Apollo and its affiliates and their directors, officers and representatives for losses relating to the services contemplated by the management agreement and the engagement of affiliates of Apollo pursuant to, and the performance by them of the services contemplated by, the management agreement.

Verso Finance has a senior unsecured term loan which matures on February 1, 2013. The loan allows Verso Finance to pay interest either in cash or in kind through the accumulation of the outstanding principal amount. Verso Finance elected to exercise the PIK option for $1.3 million and $1.2 million of interest payments due in the first quarter of 2011 and 2010, respectively. Verso Finance has no independent operations; consequently, all cash flows used to service its remaining debt obligation will need to be received via distributions from Verso Holdings. Verso Holdings has no obligation to make distributions to Verso Finance.

On December 29, 2010, Verso Quinnesec REP LLC, a wholly-owned subsidiary, entered into a financing transaction with Chase NMTC Verso Investment Fund, LLC, the "Investment Fund", a consolidated variable interest entity (see Note 10 – New Market Tax Credit Entities). Under this arrangement, Verso Holdings loaned $23.3 million to Verso Finance, which funds were invested in the $23.3 million aggregate principal amount of a 6.50% loan due December 31, 2040, issued by the Investment Fund. The Investment Fund then contributed the loan proceeds to certain Community Development Entities, who, in turn, loaned the funds on similar terms to Verso Quinnesec REP LLC as partial financing for the renewable energy project at Verso Holdings' mill in Quinnesec, Michigan. As of March 31, 2011, Verso Holdings had a $23.3 million long-term receivable due from Verso Finance, representing these funds and accrued interest receivable of $0.1 million, while the Investment Fund had an outstanding loan of $23.3 million due to Verso Finance and accrued interest payable of $0.1 million. In addition, Verso Holdings received interest payments of $0.3 million from Verso Finance, and the Investment Fund made interest payments of $0.3 million to Verso Finance.

As of March 31, 2011, Verso Holdings had $0.9 million in current payables due to Verso Paper compared to $0.1 million in current receivables due from Verso Paper as of March 31, 2010.

10. NEW MARKET TAX CREDIT ENTITIES

On December 29, 2010, the Company entered into a financing transaction with Chase Community Equity, LLC, or "Chase," related to a $43 million renewable energy project at the Company's mill in Quinnesec, Michigan in which Chase made a capital contribution and Verso Finance made a loan to the Investment Fund under a qualified New Markets Tax Credit, or "NMTC," program. The NMTC program was provided for in the Community Renewal Tax Relief Act of 2000, or the "Act," and is intended to induce capital investment in qualified lower income communities. The Act permits taxpayers to claim credits against their Federal income taxes for up to 39% of qualified investments in the equity of community development entities, or "CDEs." CDEs are privately managed investment institutions that are certified to make qualified low-income community investments, or "QLICIs."

In connection with the financing, Verso Holdings loaned $23.3 million to Verso Finance, which funds were invested by Verso Holdings on behalf of Verso Finance in the $23.3 million aggregate principal amount of a 6.50% loan due December 31, 2040, issued by the Investment Fund. The Investment Fund then contributed the loan proceeds to certain CDEs, which, in turn, loaned the funds on similar terms to Verso Quinnesec REP LLC, an indirect, wholly-owned subsidiary of the Company, as partial financing for the renewable energy project. The proceeds of the loans from the CDEs (including loans representing the capital contribution made by Chase, net of syndication fees) are restricted for use on the renewable energy project. The loan from Verso Holdings to Verso Finance bears interest and payments on such loan will be made as Verso Finance receives returns on its investment in the Investment Fund. Restricted cash of $20.9 million and $25.0 million, respectively, held by Verso Quinnesec REP LLC at March 31, 2011, and December 31, 2010, after qualifying capital expenditures, is included in Intangibles and other assets in the accompanying condensed consolidated balance sheets.

On December 29, 2010, Chase also contributed $9.0 million to the Investment Fund, and as such, Chase is entitled to substantially all of the benefits derived from the NMTCs. This transaction includes a put/call provision whereby the Company may be obligated or entitled to repurchase Chase's interest. The Company believes that Chase will exercise the put option in December 2017 at the end of the recapture period. The value attributed to the put/call is de minimis. The NMTC is subject to 100% recapture for a period of seven years as provided in the Internal Revenue Code. The Company is required to be in compliance with various regulations and contractual provisions that apply to the NMTC arrangement. Non-compliance with applicable requirements could result in projected tax benefits not being realized and, therefore, require the Company to indemnify Chase for any loss or recapture of NMTCs related to the financing until such time as the Company's obligation to deliver tax benefits is relieved. The Company does not anticipate any credit recaptures will be required in connection with this arrangement.

The Company has determined that the financing arrangement is a variable interest entity, or "VIE." The ongoing activities of the VIE – collecting and remitting interest and fees and NMTC compliance – were all considered in the initial design and are not expected to significantly affect economic performance throughout the life of the VIE. Management considered the contractual arrangements that obligate the Company to deliver tax benefits and provide various other guarantees to the structure; Chase's lack of a material interest in the underling economics of the project; and the fact that the Company is obligated to absorb losses of the VIE. The Company concluded that it was the primary beneficiary and consolidated the VIE in accordance with the accounting standard for consolidation. Chase's contribution, net of syndication fees, is included in Other liabilities in the accompanying condensed consolidated balance sheets. Direct costs incurred in structuring the arrangement are deferred and will be recognized as expense over the term of the notes. Incremental costs to maintain the structure during the compliance period are recognized as incurred.

The following table summarizes the impact of the VIE consolidated by Verso Holdings as of March 31, 2011 and December 31, 2010:

	VERSO PAPER		VERSO HOLDINGS	
(Dollars in thousands)	March 31, 2011	December 31, 2010	March 31, 2011	December 31, 2010
Maximum loss exposure	$119	$110	$119	$110
Current assets	$34	$25	$34	$25
Other noncurrent assets (restricted cash)	85	85	85	85
Total assets	$119	$110	$119	$110
Current liabilities	23	12	149	17
Other noncurrent liabilities	7,923	7,712	7,923	7,712
Total liabilities	$7,946	$7,724	$8,072	$7,729

Amounts presented in the condensed consolidated balance sheets and the table above are adjusted for intercompany eliminations.

11. COMMITMENTS AND CONTINGENCIES

Bucksport Energy LLC — The Company has a joint ownership interest with Bucksport Energy LLC, an unrelated third party, in a cogeneration power plant producing steam and electricity. The plant was built in 2000 and is located at and supports the Bucksport mill. Each co-owner owns an undivided proportional share of the plant's assets and the Company accounts for this investment under the proportional consolidation method. The Company owns 28% of the steam and electricity produced by the plant. The Company may purchase its remaining electrical needs from the plant at market rates. The Company is obligated to purchase the remaining 72% of the steam output from the plant at fuel cost plus a contractually fixed fee per unit of steam. Power generation and operating expenses are divided on the same basis as ownership. As of March 31, 2011, the Company had $0.2 million of restricted cash which may be used only to fund the ongoing energy operations of this investment included in Intangibles and other assets in the accompanying condensed consolidated balance sheets.

Thilmany, LLC — In connection with the Acquisition, the Company assumed a twelve-year supply agreement with Thilmany, LLC, or "Thilmany," for the specialty paper products manufactured on paper machine no. 5 at the Androscoggin mill which expires on June 1, 2017. The agreement requires Thilmany to pay the Company a variable charge for the paper purchased and a fixed charge for the availability of the no. 5 paper machine. The Company is responsible for the machine's routine maintenance and Thilmany is responsible for any capital expenditures specific to the machine. Thilmany has the right to terminate the agreement if certain events occur.

General Litigation — The Company is involved in legal proceedings incidental to the conduct of its business. The Company does not believe that any liability that may result from these proceedings will have a material adverse effect on its financial statements.

12. INFORMATION BY INDUSTRY SEGMENT

The Company operates in three operating segments: coated and supercalendered papers; hardwood market pulp; and other, consisting of specialty papers. The Company operates in one geographic segment, the United States. The Company's core business platform is as a producer of coated freesheet, coated groundwood, and uncoated supercalendered papers. These products serve customers in the catalog, magazine, inserts, and commercial print markets.

The following table summarizes the industry segment data for the three-month periods ended March 31, 2011 and 2010:

	VERSO PAPER Three Months Ended March 31,		VERSO HOLDINGS Three Months Ended March 31,	
(Dollars in thousands)	2011	2010	2011	2010
Net Sales:				
Coated and supercalendered	$351,690	$302,778	$351,690	$302,778
Hardwood market pulp	35,737	37,414	35,737	37,414
Other	29,165	23,454	29,165	23,454
Total	$416,592	$363,646	$416,592	$363,646
Operating Income (Loss):				
Coated and supercalendered	$8,173	(25,670)	$8,224	(25,618)
Hardwood market pulp	9,264	7,632	9,264	7,632
Other	(3,354)	(3,473)	(3,354)	(3,473)
Total	$14,083	$(21,511)	$14,134	$(21,459)
Depreciation, Amortization, and Depletion:				
Coated and supercalendered	$25,116	$25,808	$25,116	$25,808
Hardwood market pulp	4,283	4,653	4,283	4,653
Other	1,948	1,681	1,948	1,681
Total	$31,347	$32,142	$31,347	$32,142
Capital Spending:				
Coated and supercalendered	$9,165	$6,311	$9,165	$6,311
Hardwood market pulp	3,861	1,673	3,861	1,673
Other	216	451	216	451
Total	$13,242	$8,435	$13,242	$8,435

13. CONDENSED CONSOLIDATING FINANCIAL INFORMATION

Presented below are Verso Holdings' consolidating balance sheets, statements of operations, and statements of cash flows, as required by Rule 3-10 of Regulation S-X of the Securities Exchange Act of 1934, as amended. The consolidating financial statements have been prepared from Verso Holdings' financial information on the same basis of accounting as the consolidated financial statements. Investments in our subsidiaries are accounted for under the equity method. Accordingly, the entries necessary to consolidate Verso Holdings' subsidiaries that guaranteed the obligations under the debt securities described below are reflected in the Intercompany Eliminations column.

Verso Holdings, the "Parent Issuer," and its direct, wholly-owned subsidiary, Verso Paper Inc., the "Subsidiary Issuer," are the issuers of 11.5% senior secured notes due 2014, 8.75% second priority senior secured notes due 2019, second priority senior secured floating rate notes due 2014, and 11.38% senior subordinated notes due 2016 (collectively, the "Notes"). The Notes are jointly and severally guaranteed on a full and unconditional basis by the Parent Issuer's 100% owned subsidiaries, excluding the Subsidiary Issuer, Bucksport Leasing LLC, and Verso Quinnesec REP LLC, collectively, the "Guarantor Subsidiaries." Chase NMTC Verso Investment Fund, LLC, a consolidated VIE of Verso Holdings is a "Non-Guarantor Affiliate."

Verso Paper Holdings LLC
Condensed Consolidating Balance Sheet
March 31, 2011

(Dollars in thousands)	Parent Issuer	Subsidiary Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiary	Non-Guarantor Affiliate	Eliminations	Consolidated
ASSETS							
Current assets	$ -	$ -	$ 369,783	$ -	$ 34	$ -	$ 369,817
Property, plant, and equipment, net	-	-	943,452	12,517	-	(288)	955,681
Intercompany/affiliate receivable	1,223,704	-	2,836	-	31,154	(1,257,694)	-
Investment in subsidiaries	4,024	-	321	-	-	(4,345)	-
Non-current assets(1)	-	-	125,367	21,786	71	14	147,238
Total assets	$ 1,227,728	$ -	$ 1,441,759	$ 34,303	$ 31,259	$ (1,262,313)	$ 1,472,736
LIABILITIES AND MEMBER'S EQUITY							
Current liabilities	$ 22,411	$ -	$ 177,800	$ -	$ 158	$ (17)	$ 200,352
Intercompany/affiliate payable	-	-	1,223,704	33,982	-	(1,257,686)	-
Long-term debt(2)	1,174,724	-	-	-	23,305	-	1,198,029
Other long-term liabilities	-	-	35,839	-	7,923	-	43,762
Member's equity	30,593	-	4,416	321	(127)	(4,610)	30,593
Total liabilities and equity	$ 1,227,728	$ -	$ 1,441,759	$ 34,303	$ 31,259	$ (1,262,313)	$ 1,472,736

(1) Non-current assets of guarantor subsidiaries includes $23.3 million of a long-term note receivable from Verso Finance.
(2) Long-term debt of non-guarantor affiliate is payable to Verso Finance.

Verso Paper Holdings LLC
Condensed Consolidating Balance Sheet
December 31, 2010

(Dollars in thousands)	Parent Issuer	Subsidiary Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiary	Non-Guarantor Affiliate	Eliminations	Consolidated
ASSETS							
Current assets	$ -	$ -	$ 406,017	$ 5	$ 4	$ -	$ 406,026
Property, plant, and equipment, net	-	-	962,857	9,854	-	-	972,711
Intercompany/affiliate receivable	1,222,061	-	3,843	-	31,021	(1,256,925)	-
Investment in subsidiaries	47,383	-	-	-	-	(47,383)	-
Non-current assets(1)	-	-	125,964	25,678	85	-	151,727

Total assets	$ 1,269,444	$ -	$ 1,498,681	$ 35,537	$ 31,110	$ (1,304,308)	$ 1,530,464
LIABILITIES AND MEMBER'S EQUITY							
Current liabilities	$ 48,596	$ -	$ 195,097	$ -	$ 4	$ -	$ 243,697
Intercompany/affiliate payable	-	-	1,222,061	34,864	-	(1,256,925)	-
Long-term debt(2)	1,149,431	-	-	-	23,305	-	1,172,736
Other long-term liabilities	-	-	34,793	-	7,821	-	42,614
Member's equity	71,417	-	46,730	673	(20)	(47,383)	71,417
Total liabilities and equity	$ 1,269,444	$ -	$ 1,498,681	$ 35,537	$ 31,110	$ (1,304,308)	$ 1,530,464

(1) Non-current assets of guarantor subsidiaries includes $23.3 million of a long-term note receivable from Verso Finance.

(2) Long-term debt of non-guarantor affiliate is payable to Verso Finance.

Verso Paper Holdings LLC
Condensed Consolidating Statements of Operations
Three Months Ended March 31, 2011

(Dollars in thousands)	Parent Issuer	Subsidiary Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiary	Non-Guarantor Affiliate	Intercompany Eliminations	Consolidated
Net sales	$ -	$ -	$ 416,592	$ -	$ -	$ -	$ 416,592
Cost of products sold (exclusive of depreciation, amortization, and depletion)	-	-	352,528	-	-	-	352,528
Depreciation, amortization, and depletion	-	-	31,341	6	14	(14)	31,347
Selling, general, and administrative expenses	-	-	18,506	(24)	101	-	18,583
Interest income	(31,781)	-	(396)	(16)	(387)	32,168	(412)
Interest expense	31,781	-	30,958	394	379	(32,168)	31,344
Other, net	26,092	-	84	-	-	-	26,176
Equity in net loss of subsidiaries	(16,882)	-	-	-	-	16,882	-
Net loss	$ (42,974)	$ -	$ (16,429)	$ (360)	$ (107)	$ 16,896	$ (42,974)

Verso Paper Holdings LLC
Condensed Consolidating Statements of Operations
Three Months Ended March 31, 2010

(Dollars in thousands)	Parent Issuer	Subsidiary Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiary	Non-Guarantor Affiliate	Intercompany Eliminations	Consolidated
Net sales	$ -	$ -	$ 363,646	$ -	$ -	$ -	$ 363,646
Cost of products sold (exclusive of depreciation, amortization, and depletion)	-	-	336,746	-	-	-	336,746
Depreciation, amortization, and depletion	-	-	32,142	-	-	-	32,142
Selling, general, and administrative expenses	-	-	16,217	-	-	-	16,217
Interest income	(30,493)	-	(39)	-	-	30,493	(39)
Interest expense	30,493	-	31,001	-	-	(30,493)	31,001
Other, net	(255)	-	(245)	-	-	255	(245)

Equity in net loss of subsidiaries	(52,176)	-	-	-	-	52,176	-
Net loss	$ (51,921)	$ -	$ (52,176)	$ -	$ -	$ 51,921	$ (52,176)

Verso Paper Holdings LLC
Condensed Consolidating Statements of Cash Flows
Three Months Ended March 31, 2011

(Dollars in thousands)	Parent Issuer	Subsidiary Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiary	Non-Guarantor Affiliate	Intercompany Eliminations	Consolidated
Net cash used in operating activities	$ -	$ -	$ (81,520)	$ (1,224)	$ 12	$ -	$ (82,732)
Cash flows from investing activities:							
Proceeds from sale of fixed assets	-	-	24	-	-	-	24
Transfers to (from) restricted cash	-	-	(307)	4,125	-	-	3,818
Capital expenditures	-	-	(10,573)	(2,669)	-	-	(13,242)
Net cash used in investing activities	-	-	(10,856)	1,456	-	-	(9,400)
Cash flows from financing activities:							
Proceeds from long-term debt	394,618	-	-	-	-	-	394,618
Repayments of long-term debt	(389,998)	-	-	-	-	-	(389,998)
Debt issuance costs	(10,378)	-	152	(232)	-	-	(10,458)
Repayment of advances to subsidiaries	389,998	-	(389,998)	-	-	-	-
Advances to subsidiaries	(384,240)	-	384,240	-	-	-	-
Net cash used in financing activities	-	-	(5,606)	(232)	-	-	(5,838)
Change in cash and cash equivalents	-	-	(97,982)	-	12	-	(97,970)
Cash and cash equivalents at beginning of period	-	-	152,702	-	4	-	152,706
Cash and cash equivalents at end of period	$ -	$ -	$ 54,720	$ -	$ 16	$ -	$ 54,736

Verso Paper Holdings LLC
Condensed Consolidating Statements of Cash Flows
Three Months Ended March 31, 2010

Non- Non-

(Dollars in thousands)	Parent Issuer	Subsidiary Issuer	Guarantor Subsidiaries	Guarantor Subsidiary	Guarantor Affiliate	Intercompany Eliminations	Consolidated
Net cash used in operating activities	$ -	$ -	$ (49,122)	$ -	$ -	$ -	$ (49,122)
Cash flows from investing activities:							
Proceeds from sale of fixed assets	-	-	52	-	-	-	52
Capital expenditures	-	-	(8,435)	-	-	-	(8,435)
Net cash used in investing activities	-	-	(8,383)	-	-	-	(8,383)
Cash flows from financing activities:							
Debt issuance costs	(961)	-	-	-	-	-	(961)
Advances to subsidiaries	(26,476)	-	26,476	-	-	-	-
Proceeds from long-term debt	27,437	-	-	-	-	-	27,437
Net cash provided by financing activities	-	-	26,476	-	-	-	26,476
Change in cash and cash equivalents	-	-	(31,029)	-	-	-	(31,029)
Cash and cash equivalents at beginning of period	-	-	149,762	-	-	-	149,762
Cash and cash equivalents at end of period	$ -	$ -	$ 118,733	$ -	$ -	$ -	$ 118,733

27

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

We are a leading North American supplier of coated papers to catalog and magazine publishers. Coated paper is used primarily in media and marketing applications, including catalogs, magazines, and commercial printing applications such as high-end advertising brochures, annual reports, and direct mail advertising. We are one of North America's largest producers of coated groundwood paper which is used primarily for catalogs and magazines. We are also a low cost producer of coated freesheet paper which is used primarily for annual reports, brochures, and magazine covers. In addition, we have a strategic presence in supercalendered paper which is primarily used for retail inserts, and specialty papers. We also produce and sell market kraft pulp which is used to manufacture printing and writing paper grades and tissue products.

Financial Summary

Our net sales for the first quarter of 2011 increased $53.0 million, or 14.6%, compared to the first quarter of 2010, as the average sales price for all of our products increased 13.3% compared to the first quarter of 2010 and increased 2.5% compared to the fourth quarter of 2010. The improvement in our average sales price reflects price increases that went into effect during 2010. We announced additional price increases for our core products of $40 per ton effective April 1, 2011. Verso's gross margin was 15.4% for the first quarter of 2011 compared to 7.4% for the same period in 2010 and 17.2% for the fourth quarter of 2010. The year-over-year improvement in gross margin reflects the higher averages sales price in the first quarter of 2011. Sales volume was stable on both a sequential quarter basis and year over year.

During the first quarter of 2011, we completed a refinancing of certain of our debt securities. We issued $396.0 million aggregate principal amount of new 8.75% second priority senior secured notes due 2019 and used the proceeds from this issuance, together with available cash, to repurchase $337.1 million aggregate principal amount of our 9.13% second priority senior secured notes due 2014 and $35.0 million of our 11.5% first priority senior secured notes due 2014. These transactions extended the maturity of our second priority senior secured fixed rate notes from 2014 to 2019. As a result of these transactions, we incurred $26.1 million in losses, including the write-off of unamortized discount and debt issuance costs on the repurchased notes.

We also continue to develop and execute our renewable energy strategy. All of our previously announced energy projects are on schedule, and we expect to realize a positive annual impact of $50 million to consolidated Earnings Before Interest, Taxes, Depreciation, and Amortization, or "EBITDA," beginning in the fourth quarter of 2012. Our capital expenditures increased to $13.2 million in the first quarter of 2011 compared to $8.4 million in the same period last year, reflecting our investment in these projects. Approximately $4.1 million of the capital expenditures in 2011 were funded from cash restricted for use on a renewable energy project at our mill in Quinnesec, Michigan.

Results of Operations

The following table sets forth the historical results of operations of Verso Paper and Verso Holdings for the periods indicated below. The following discussion of our financial condition and results of operations should be read in conjunction with our financial statements and notes thereto included elsewhere in this Quarterly Report. All assets, liabilities, income, expenses and cash flows presented for all periods represent those of Verso Paper's wholly-owned subsidiary, Verso Holdings, in all material respects, except for Verso Paper's common stock transactions and Verso Finance's debt obligation and related financing costs and interest expense. Unless otherwise noted, the information provided pertains to both Verso Paper and Verso Holdings.

	VERSO PAPER Three Months Ended March 31,		VERSO HOLDINGS Three Months Ended March 31,	
(Dollars in thousands)	2011	2010	2011	2010
Net sales	$416,592	$363,646	$416,592	$363,646
Costs and expenses:				
Cost of products sold - exclusive of depreciation, amortization, and depletion	352,528	336,746	352,528	336,746
Depreciation, amortization, and depletion	31,347	32,142	31,347	32,142
Selling, general, and administrative expenses	18,634	16,269	18,583	16,217
Total operating expenses	402,509	385,157	402,458	385,105
Operating income (loss)	14,083	(21,511)	14,134	(21,459)
Interest income	(34)	(39)	(412)	(39)
Interest expense	32,389	32,322	31,344	31,001
Other, net	26,327	(244)	26,176	(245)
Loss before income taxes	(44,599)	(53,550)	(42,974)	(52,176)
Income tax benefit	(2)	-	-	-
Net loss	$(44,597)	$(53,550)	$(42,974)	$(52,176)

First Quarter of 2011 Compared to First Quarter of 2010

Net Sales. Net sales for the first quarter of 2011 increased 14.6% to $416.6 million from $363.6 million in the first quarter of 2010, as the average sales price for all of our products increased 13.3%, reflecting price increases implemented during 2010 as the economy began to recover and demand for our products improved. Total sales volume grew 1.1% compared to the first quarter of 2010.

Net sales for our coated and supercalendered papers segment increased 16.2% in the first quarter of 2011 to $351.7 million from $302.8 million for the same period in 2010, due to a 13.0% increase in the average paper sales price per ton combined with a 2.8% increase in paper sales volume.

Net sales for our market pulp segment decreased 4.5% to $35.7 million in the first quarter of 2011 from $37.4 million for the same period in 2010. This decline reflects an 11.5% decrease in sales volume, which was largely offset by an increase of 7.9% in the average sales price per ton compared to the first quarter of 2010.

Net sales for our other segment increased 24.4% to $29.2 million in the first quarter of 2011 from $23.4 million in the first quarter of 2010. The improvement in 2011 was due to a 15.1% increase in the average sales price per ton combined with an increase of 8.0% in sales volume, reflecting the continued development of new paper product offerings for our customers.

Cost of sales. Cost of sales, including depreciation, amortization, and depletion, was $383.9 million in the first quarter of 2011 compared to $368.9 million in 2010. Our gross margin, excluding depreciation, amortization, and depletion, improved to 15.4% for the first quarter of 2011 from 7.4% for the first quarter of 2010, reflecting higher average sales prices during the first quarter of 2011. Depreciation, amortization, and depletion expenses were $31.4 million in the first quarter of 2011 compared to $32.1 million in the first quarter of 2010.

Selling, general, and administrative. Selling, general, and administrative expenses were $18.6 million in the first quarter of 2011 compared to $16.2 million for the same period in 2010, primarily due to inflation of personnel related costs.

Interest expense. Verso Paper's interest expense for the first quarter of 2011 was $32.4 million compared to $32.3 million for the same period in 2010. Verso Holdings' interest expense for the first quarter of 2011 was $31.3 million compared to $31.0 million for the same period in 2010.

Other, net. Verso Paper had a net loss of $26.3 million for the first quarter of 2011 compared to a net gain of $0.2 million for the first quarter of 2010. Verso Holdings had a net loss of $26.2 million for the first quarter of 2011 compared to a net gain of $0.3 million for the first quarter of 2010. Included in the results for 2011 were $26.1 million in pre-tax net losses related to the early retirement of debt in connection with our debt refinancing.

Seasonality

We are exposed to fluctuations in quarterly net sales volumes and expenses due to seasonal factors. These seasonal factors are common in the coated paper industry. Typically, the first two quarters are our slowest quarters due to lower demand for coated paper during this period. Our third quarter is generally our strongest quarter, reflecting an increase in printing related to end-of-year magazines, increased end-of-year direct mailings, and holiday season catalogs. Our working capital and accounts receivable generally peak in the third quarter, while inventory generally peaks in the second quarter in anticipation of the third quarter season. We expect our seasonality trends to continue for the foreseeable future.

Liquidity and Capital Resources

We rely primarily upon cash flow from operations and borrowings under our revolving credit facility to finance operations, capital expenditures, and fluctuations in debt service requirements. As of March 31, 2011, $171.4 million was available for future borrowing under our revolving credit facility. We believe that our ability to manage cash flow and working capital levels, particularly inventory and accounts payable, will allow us to meet our current and future obligations, pay scheduled principal and interest payments, and provide funds for working capital, capital expenditures, and other needs of the business for at least the next twelve months. However no assurance can be given that we will be able to generate sufficient cash flows from operations or that future borrowings will be available under our revolving credit facility in an amount sufficient to fund our liquidity needs. As we focus on managing our expenses and cash flows, we continue to assess and implement, as appropriate, various earnings and expense reduction initiatives. Management has developed a company-wide cost reduction program and expects this program to yield an additional $48 million in cost reductions and continues to search for and develop additional cost savings measures.

Verso Paper's and Verso Holdings' cash flows from operating, investing and financing activities, as reflected in the Unaudited Condensed Consolidated Statements of Cash Flows are summarized in the following table.

	VERSO PAPER Three Months Ended March 31,		VERSO HOLDINGS Three Months Ended March 31,	
(Dollars in thousands)	2011	2010	2011	2010
Net cash provided by (used in):				
Operating activities	$(82,747)	$(49,123)	$(82,732)	$(49,122)
Investing activities	(9,400)	(8,383)	(9,400)	(8,383)
Financing activities	(5,822)	26,476	(5,838)	26,476
Net change in cash and cash equivalents	$(97,969)	$(31,030)	$(97,970)	$(31,029)

Operating activities. In the first quarter of 2011, Verso Paper's net cash used in operating activities of $82.7 million reflects a net loss of $44.6 million adjusted for non-cash depreciation, amortization, depletion and accretion and non-cash losses on the early extinguishment of debt of $60.0 million and an increase in working capital of $102.7 million, which included increases in inventory and accounts receivable and a decrease in accrued liabilities. The increases in inventory and accounts receivable reflect the improved demand for our products and the decrease in accrued liabilities is the result of normal fluctuations in accrued interest payable. In the first quarter of 2010, Verso Paper's net cash used in operating activities of $49.1 million reflects a net loss of $53.6 million adjusted for non-cash depreciation, amortization, depletion and accretion of $34.1 million and an increase in working capital of $34.8 million which includes a decline in accrued liabilities resulting from normal fluctuations in accrued interest payable. Verso Holdings' operating cash flows are the same as those of Verso Paper in all material respects.

Investing activities. In the first quarter of 2011, Verso Paper's net cash used in investing activities of $9.4 million reflects $13.2 million in capital expenditures net of funds transferred from cash restricted for use on a renewable energy project at our mill in Quinnesec, Michigan. This compares to $8.4 million of net cash used in investing activities due to investments in capital expenditures in the first quarter of 2010. The increase in capital expenditures reflects our investment in various renewable energy projects. Verso Holdings' investing cash flows are the same as those of Verso Paper.

Financing activities. In the first quarter of 2011, Verso Paper's net cash used in financing activities was $5.8 million, reflecting cash payments of $390.0 million to repurchase $337.1 million of our 9.13% second priority senior secured notes and $35.0 million of our 11.5% first priority senior secured notes and pay related fees and charges, net of $384.2 million in cash received from the issuance of $396.0 million aggregate principal amount of 8.75% second priority senior secured notes net of discount, underwriting fees and issuance costs. Verso Paper's net cash provided by financing activities was $26.5 million for the first quarter of 2010, reflecting the issuance of $25.0 million in senior secured notes including premium and net of underwriting fees and issuance costs. Verso Holdings' financing cash flows are the same as those of Verso Paper in all material respects.

Revolving Credit Facility. Verso Holdings' $200 million revolving credit facility had no amounts outstanding, $28.6 million in letters of credit issued and $171.4 million available for future borrowing as of March 31, 2011. The borrowing capacity under the revolving credit facility, which previously had been reduced by $15.8 million as a result of the bankruptcy of Lehman Commercial Paper, Inc., or "Lehman," was restored by such amount when Barclays Bank PLC, or "Barclays," purchased Lehman's commitment on February 3, 2011. The indebtedness under the revolving credit facility bears interest, payable quarterly, at a rate equal to LIBOR plus 3% and/or prime plus 2% per year. Verso Holdings is required to pay a commitment fee to the lenders in respect of unutilized commitments under the revolving credit facility at a rate equal to 0.5% per year and customary letter of credit and agency fees. The indebtedness under the revolving credit facility is guaranteed jointly and severally by Verso Finance and each of Verso Holdings' subsidiaries, subject to certain exceptions, and the indebtedness and guarantees are senior secured obligations of Verso Holdings and the guarantors, respectively. The indebtedness under the revolving credit facility and related guarantees are secured by first priority liens, subject to permitted liens, on substantially all of Verso Holdings', Verso Finance's, and the subsidiary guarantors' tangible and intangible assets. The revolving credit facility matures on August 1, 2012.

11.5% Senior Secured Notes due 2014. In June 2009 and January 2010, Verso Holdings issued a total of $350 million aggregate principal amount of 11.5% senior secured notes due 2014. On March 14, 2011, Verso Holdings repurchased and retired a total of $35 million aggregate principal amount of these notes. As a result of such repurchase, Verso Holdings recognized a loss of $3.6 million, including the write-off of unamortized debt issuance costs. The notes bear interest, payable semi-annually, at the rate of 11.5% per year. The notes are guaranteed jointly and severally by each of Verso Holdings' subsidiaries, subject to certain exceptions, and the notes and guarantees are senior secured obligations of Verso Holdings and the guarantors, respectively. The notes and related guarantees are secured by first priority liens, subject to permitted liens, on substantially all of Verso Holdings' and the guarantors' tangible and intangible assets. The notes mature on July 1, 2014.

8.75% Second Priority Senior Secured Notes due 2019. On January 26, 2011, and February 10, 2011, Verso Holdings issued $360 million and $36 million, respectively, aggregate principal amount of 8.75% second priority senior secured notes due 2019. The notes bear interest, payable semi-annually, at the rate of 8.75% per year. The notes are guaranteed jointly and severally by each of Verso Holdings' subsidiaries, subject to certain exceptions, and the notes and guarantees are senior secured obligations of Verso Holdings and the guarantors, respectively. The notes and related guarantees are secured by second priority liens, subject to permitted liens, on substantially all of Verso Holdings' and the guarantors' tangible and intangible assets, excluding securities of Verso Holdings' affiliates. The notes mature on February 1, 2019.

The net proceeds from the issuance of the 8.75% second priority senior secured notes on January 26, 2011, after deducting the discount, underwriting fees and offering expenses, were $348.1 million. On January 26, 2011, and February 9, 2011, Verso Holdings used a total of $326.1 million of the net proceeds to repurchase and retire a total of $310.5 million aggregate principal amount of its 9.13% second priority senior secured fixed rate notes due 2014 pursuant to a tender offer. On March 11, 2011, Verso Holdings used an additional $27.8 million of the net proceeds and available cash to redeem the remaining outstanding $26.6 million aggregate principal amount of its 9.13% second priority senior secured fixed rate notes due 2014. Following such repurchases and redemption, there are no longer any outstanding 9.13% second priority senior secured fixed rate notes due 2014, and Verso Holdings recognized a total loss of $22.5 million, including the write-off of unamortized debt issuance costs. The net proceeds from the issuance of the 8.75% second priority senior secured notes on February 10, 2011, including a premium and after deducting the underwriting fees and offering expenses, were $36.1 million. On March 14, 2011, Verso Holdings used the net proceeds to redeem and retire $35 aggregate principal amount million of its 11.5% senior secured notes due 2014.

Second Priority Senior Secured Floating Rate Notes due 2014. In August 2006, Verso Holdings issued $250 million aggregate principal amount of second priority senior secured floating rate notes due 2014. As of March 31, 2011, Verso Holdings has repurchased and retired a total of $70 million aggregate principal amount of the notes. The notes bear interest, payable quarterly, at a rate equal to LIBOR plus 3.75% per year. As of March 31, 2011, the interest rate on the notes was 4.05% per year. The notes are guaranteed jointly and severally by each of Verso Holdings' subsidiaries, subject to certain exceptions, and the notes and guarantees are senior secured obligations of Verso Holdings and the guarantors, respectively. The notes and related guarantees are secured by second priority liens, subject to permitted liens, on substantially all of Verso Holdings' and the guarantors' tangible and intangible assets, excluding securities of Verso Holdings' affiliates. The notes mature on August 1, 2014.

11.38% Senior Subordinated Notes due 2016. In August 2006, Verso Holdings issued $300 million aggregate principal amount of 11.38% senior subordinated notes due 2016. The notes bear interest, payable semi-annually, at the rate of 11.38% per year. The notes are guaranteed jointly and severally by each of Verso Holdings' subsidiaries, subject to certain exceptions, and the notes and guarantees are unsecured senior subordinated obligations of Verso Holdings and the guarantors, respectively. The notes mature on August 1, 2016.

Verso Finance Senior Unsecured Term Loan. Verso Finance, the parent entity of Verso Holdings, has $80.5 million outstanding on its senior unsecured term loan. The loan allows Verso Finance to pay interest either in cash or in kind through the accumulation of the outstanding principal amount. The loan bears interest, payable quarterly, at a rate equal to LIBOR plus 6.25% per year on interest paid in cash and LIBOR plus 7.00% per year for interest paid in kind, or "PIK," and added to the principal balance. As of March 31, 2011, the weighted-average interest rate on the loan was 6.67% per year. Verso Finance elected to exercise the PIK option for $1.3 million and $1.2 million of interest payments due in the first quarter of 2011 and 2010, respectively. The loan matures on February 1, 2013.

Covenant Compliance

The credit agreement and the indentures governing our notes contain affirmative covenants as well as restrictive covenants which limit our ability to, among other things, incur additional indebtedness; pay dividends or make other distributions; repurchase or redeem our stock; make investments; sell assets, including capital stock of restricted subsidiaries; enter into agreements restricting our subsidiaries' ability to pay dividends; consolidate, merge, sell or otherwise dispose of all or substantially all of our assets; enter into transactions with our affiliates; and incur liens. These covenants can result in limiting our long-term growth prospects by hindering our ability to incur future indebtedness or grow through acquisitions. As of March 31, 2011, we were in compliance in all material respects with the covenants in our debt agreements.

Critical Accounting Policies

Our accounting policies are fundamental to understanding management's discussion and analysis of financial condition and results of operations. Our consolidated condensed financial statements are prepared in conformity with accounting principles generally accepted in the United States of America and follow general practices within the industry in which we operate. The preparation of the financial statements requires management to make certain judgments and assumptions in determining accounting estimates. Accounting estimates are considered critical if the estimate requires management to make assumptions about matters that were highly uncertain at the time the accounting estimate was made, and different estimates reasonably could have been used in the current period, or changes in the accounting estimate are reasonably likely to occur from period to period, that would have a material impact on the presentation of our financial condition, changes in financial condition or results of operations.

Management believes the following critical accounting policies are both important to the portrayal of our financial condition and results of operations and require subjective or complex judgments. These judgments about critical accounting estimates are based on information available to us as of the date of the financial statements.

Accounting standards whose application may have a significant effect on the reported results of operations and financial position, and that can require judgments by management that affect their application, include the following: ASC Topic 450, Contingencies, ASC Topic 360, Property, Plant, and Equipment, ASC Topic 350, Intangibles – Goodwill and Other, and ASC Topic 715, Compensation – Retirement Benefits.

Impairment of long-lived assets and goodwill. Long-lived assets are reviewed for impairment upon the occurrence of events or changes in circumstances that indicate that the carrying value of the assets may not be recoverable, as measured by comparing their net book value to the estimated undiscounted future cash flows generated by their use.

Goodwill and other intangible assets are accounted for in accordance with ASC Topic 350. Intangible assets primarily consist of trademarks, customer-related intangible assets and patents obtained through business acquisitions. Impairment is the condition that exists when the carrying amount of these assets exceed their implied fair value. An impairment evaluation of the carrying amount of goodwill and other intangible assets with indefinite lives is conducted annually or more frequently if events or changes in circumstances indicate that an asset might be impaired. The Company has identified the following trademarks as intangible assets with an indefinite life: Influence®, Liberty®, and Advocate®. Goodwill is evaluated at the reporting unit level and has been allocated to the "Coated" segment. The valuation as of October 1, 2010, of goodwill or trademarks assigned indefinite lives, indicated no impairment.

A two-step test is used to identify the potential impairment and to measure the amount of impairment, if any. The first step is to compare the fair value of the reporting unit with its carrying amount, including goodwill. If the fair value of the reporting unit is less than its carrying amount, goodwill is considered impaired and the loss is measured by performing step two. Under step two, the impairment loss is measured by comparing the implied fair value of the reporting unit with the carrying amount of goodwill. For reporting units with zero or negative carrying amounts, step two is required if it is more likely than not that a goodwill impairment exists. If impairment is indicated, then an impairment charge is recorded to reduce the asset to its estimated fair value. The estimated fair value is generally determined on the basis of discounted future cash flows.

Management believes the accounting estimates associated with determining fair value as part of the impairment test is a critical accounting estimate because estimates and assumptions are made about the Company's future performance and cash flows. While management uses the best information available to estimate future performance and cash flows, future adjustments to management's projections may be necessary if economic conditions differ substantially from the assumptions used in making the estimates.

Pension Benefit Obligations. We offer various pension plans to employees. The calculation of the obligations and related expenses under these plans requires the use of actuarial valuation methods and assumptions, including the expected long-term rate of return on plan assets, discount rates, projected future compensation increases, health care cost trend rates, and mortality rates. Actuarial valuations and assumptions used in the determination of future values of plan assets and liabilities are subject to management judgment and may differ significantly if different assumptions are used.

Contingent liabilities. A liability is contingent if the outcome or amount is not presently known, but may become known in the future as a result of the occurrence of some uncertain future event. We estimate our contingent liabilities based on management's estimates about the probability of outcomes and their ability to estimate the range of exposure. Accounting standards require that a liability be recorded if management determines that it is probable that a loss has occurred and the loss can be reasonably estimated. In addition, it must be probable that the loss will be confirmed by some future event. As part of the estimation process, management is required to make assumptions about matters that are by their nature highly uncertain.

The assessment of contingent liabilities, including legal contingencies, asset retirement obligations, and environmental costs and obligations, involves the use of critical estimates, assumptions, and judgments. Management's estimates are based on their belief that future events will validate the current assumptions regarding the ultimate outcome of these exposures. However, there can be no assurance that future events will not differ from management's assessments.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risk from fluctuations in our paper prices, interest rates, energy prices, and commodity prices for our inputs.

Paper Prices

Our sales, which we report net of rebates, allowances, and discounts, are a function of the number of tons of paper that we sell and the price at which we sell our paper. The coated paper industry is cyclical, which results in changes in both volume and price. Paper prices historically have been a function of macro-economic factors, which influence supply and demand. Price has historically been substantially more variable than volume and can change significantly over relatively short time periods.

We are primarily focused on serving two end-user segments: catalogs and magazines. Coated paper demand is primarily driven by advertising and print media usage. Advertising spending and magazine and catalog circulation tend to correlate with GDP in the United States - they rise with a strong economy and contract with a weak economy.

Many of our customers provide us with forecasts of their paper needs, which allows us to plan our production runs in advance, optimizing production over our integrated mill system and thereby reducing costs and increasing overall efficiency. Generally, our sales agreements do not extend beyond the calendar year. Typically, our sales agreements provide for quarterly price adjustments based on market price movements.

We reach our end-users through several channels, including printers, brokers, paper merchants, and direct sales to end-users. We sell and market our products to approximately 100 customers. During the first quarter of 2011, xpedx, a subsidiary of International Paper, and its affiliated companies accounted for approximately 10% of our total net sales.

Interest Rates

We have issued fixed- and floating-rate debt in order to manage our variability to cash flows from interest rates. Borrowings under the revolving credit facility, the second priority senior secured floating rate notes, and Verso Finance's senior unsecured term loan accrue interest at variable rates; however, there were no amounts outstanding under the revolving credit facility as of March 31, 2011. A 100 basis point increase in quoted interest rates on Verso Paper's outstanding floating-rate debt as of March 31, 2011, would increase annual interest expense by $2.6 million (of which $0.8 million is attributable to Verso Finance's senior unsecured term loan on which we have elected to pay interest in kind). A 100 basis point increase in quoted interest rates on Verso Holdings' outstanding floating-rate notes as of March 31, 2011, would increase annual interest expense by $1.8 million. While we may enter into agreements limiting our exposure to higher interest rates, any such agreements may not offer complete protection from this risk.

Derivatives

In the normal course of business, we utilize derivatives contracts as part of our risk management strategy to manage our exposure to market fluctuations in energy prices and interest rates. These instruments are subject to credit and market risks in excess of the amount recorded on the balance sheet in accordance with generally accepted accounting principles. Controls and monitoring procedures for these instruments have been established and are routinely reevaluated. We have an Energy Risk Management Policy which was adopted by our board of directors and is monitored by an Energy Risk Management Committee composed of our senior management. In addition, we have an Interest Rate Risk Committee which was formed to monitor our Interest Rate Risk Management Policy. Credit risk represents the potential loss that may occur because a party to a transaction fails to perform according to the terms of the contract. The measure of credit exposure is the replacement cost of contracts with a positive fair value. We manage credit risk by entering into financial instrument transactions only through approved counterparties. Market risk represents the potential loss due to the decrease in the value of a financial instrument caused primarily by changes in commodity prices or interest rates. We manage market risk by establishing and monitoring limits on the types and degree of risk that may be undertaken.

We do not hedge the entire exposure of our operations from commodity price volatility for a variety of reasons. To the extent that we do not hedge against commodity price volatility, our results of operations may be affected either favorably or unfavorably by a shift in the future price curve. As of March 31, 2011, we had net unrealized losses of $1.4 million on open commodity contracts with maturities of one to 23 months. These derivative instruments involve the exchange of net cash settlements, based on changes in the price of the underlying commodity index compared to the fixed price offering, at specified intervals without the exchange of any underlying principal. A 10% decrease in commodity prices would have a negative impact of approximately $2.6 million on the fair value of such instruments. This quantification of exposure to market risk does not take into account the offsetting impact of changes in prices on anticipated future energy purchases.

Commodity Prices

We are subject to changes in our cost of sales caused by movements underlying commodity prices. The principal components of our cost of sales are chemicals, wood, energy, labor, maintenance, and depreciation, amortization, and depletion. Costs for commodities, including chemicals, wood, and energy, are the most variable component of our cost of sales because their prices can fluctuate substantially, sometimes within a relatively short period of time. In addition, our aggregate commodity purchases fluctuate based on the volume of paper that we produce.

Chemicals. Chemicals utilized in the manufacturing of coated papers include latex, starch, calcium carbonate, and titanium dioxide. We purchase these chemicals from a variety of suppliers and are not dependent on any single supplier to satisfy our chemical needs. We expect imbalances in supply and demand to periodically create volatility in prices for certain chemicals.

Wood. Our costs to purchase wood are affected directly by market costs of wood in our regional markets and indirectly by the effect of higher fuel costs on logging and transportation of timber to our facilities. While we have in place fiber supply agreements that ensure a substantial portion of our wood requirements, purchases under these agreements are typically at market rates.

Energy. We produce a large portion of our energy requirements, historically producing approximately 50% of our energy needs for our coated paper mills from sources such as waste wood and paper, hydroelectric facilities, chemicals from our pulping process, our own steam recovery boilers, and internal energy cogeneration facilities. Our external energy purchases vary across each of our mills and include fuel oil, natural gas, coal, and electricity. While our internal energy production capacity and ability to switch between certain energy sources, mitigates the volatility of our overall energy expenditures, we expect prices for energy to remain volatile for the foreseeable. As prices fluctuate, we have some ability to switch between certain energy sources in order to minimize costs. We utilize derivative contracts as part of our risk management strategy to manage our exposure to market fluctuations in energy prices.

Off-Balance Sheet Arrangements

None.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed in reports that we file and submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

There are inherent limitations to the effectiveness of any disclosure controls and procedures, including the possibility of human error or the circumvention or overriding of the controls and procedures, and even effective disclosure controls and procedures can provide only reasonable assurance of achieving their objectives. Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of March 31, 2011. Based upon this evaluation, and subject to the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of March 31, 2011.

Changes in Internal Control Over Financial Reporting

There was no change in our internal control over financial reporting during the fiscal quarter ended March 31, 2011, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are involved in legal proceedings incidental to the conduct of our business. We do not believe that any liability that may result from these proceedings will have a material adverse effect on our financial statements.

ITEM 1A. RISK FACTORS

For a detailed discussion of risk factors affecting us, see “Part I – Item 1A. Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2010.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Not applicable.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. (Removed and Reserved)

ITEM 5. OTHER INFORMATION

Not applicable.

ITEM 6. EXHIBITS

The following exhibits are included with this report:

Exhibit Number	Description
3.1	Amended and Restated Certificate of Incorporation of Verso Paper Corp. (1)
3.2	Amended and Restated Bylaws of Verso Paper Corp. (1)
3.3	Certificate of Formation of Verso Paper Holdings LLC, filed June 6, 2006, as amended by Certificates of Amendment filed June 13, 2006, June 23, 2006 and June 26 2006. (2)
3.4	Amended and Restated Limited Liability Company Agreement of Verso Paper Holdings LLC dated as of January 25, 2007. (2)
4.1	Indenture dated as of January 26, 2011, among Verso Paper Holdings LLC, Verso Paper Inc., the guarantors named therein, and Wilmington Trust Company, as trustee,(3) as supplemented by the First Supplemental Indenture, dated as of February 10, 2011, among Verso Paper Holdings LLC, Verso Paper Inc., the guarantors named therein, and Wilmington Trust Company, as trustee.(4)
4.2	Registration Rights Agreement, dated as of January 26, 2011, among Verso Paper Holdings LLC, Verso Paper Inc., the guarantors named therein, and Credit Suisse Securities (USA) LLC, Citigroup Global Markets Inc., Barclays Capital Inc., and Merrill Lynch Pierce, Fenner & Smith Incorporated as representatives of the initial purchasers.(3)
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10.1	Collateral Agreement dated as of January 26, 2011, among Verso Paper Holdings LLC, Verso Paper Inc., the subsidiaries party thereto, and Wilmington Trust Company, as collateral agent, (3) as amended by Amendment No. 1 to Collateral Agreement, dated as of February 10, 2011, among Verso Paper Holdings LLC, Verso Paper Inc., the subsidiaries party thereto, and Wilmington Trust Company, as collateral agent.(4)
10.2	Intercreditor Agreement dated as August 1, 2006, among Credit Suisse, Cayman Islands Branch, as Intercreditor Agent, Wilmington Trust Company, as Trustee, Verso Paper Finance Holdings LLC, Verso Paper Holdings LLC, and the Subsidiaries named therein,(5) as amended by Joinder and Supplement No. 3 to Intercreditor Agreement dated as of January 26, 2011. (3)
12	Computation of Ratio of Earnings to Fixed Charges for Verso Paper Holdings LLC.

31.1	Certification of Principal Executive Officer pursuant to Rule 13a-14(a) under Securities Exchange Act of 1934.
31.2	Certification of Principal Financial Officer pursuant to Rule 13a-14(a) under Securities Exchange Act of 1934.
32.1	Certification of Principal Executive Officer pursuant to Rule 13a-14(b) under Securities Exchange Act of 1934 and Section 1350 of Chapter 63 of Title 18 of United States Code.
32.2	Certification of Principal Financial Officer pursuant to Rule 13a-14(b) under Securities Exchange Act of 1934 and Section 1350 of Chapter 63 of Title 18 of United States Code.

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(1) Incorporated by reference to Verso Paper Corp.'s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on December 20, 2007, as amended (Registration Statement No. 333-148201).

(2) Incorporated by reference to Verso Paper Holding LLC's Annual Report on Form 10-K for the year ended December 31, 2007, filed with the Securities and Exchange Commission on March 12, 2008.

(3) Incorporated by reference to Verso Paper Corp.'s Current Report on Form 8-K filed with the SEC on January 26, 2011.

(4) Incorporated by reference to Verso Paper Corp.'s Current Report on Form 8-K filed with the SEC on February 10, 2011.

(5) Incorporated by reference to the Registration Statement of Verso Paper Holdings LLC on Form S-4 (Registration No. 333-142283), as amended.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: May 9, 2011

VERSO PAPER CORP.

By: /s/ Michael A. Jackson
Michael A. Jackson
President and Chief Executive Officer

By: /s/ Robert P. Mundy
Robert P. Mundy
Senior Vice President and Chief Financial Officer

Date: May 9, 2011

VERSO PAPER HOLDINGS LLC

By: /s/ Michael A. Jackson
Michael A. Jackson
President and Chief Executive Officer

By: /s/ Robert P. Mundy
Robert P. Mundy
Senior Vice President and Chief Financial Officer

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