



Verso Corporation
6775 Lenox Center Court
Suite 400
Memphis, TN 38115-4436

Peter H. Kesser
Senior Vice President, General
Counsel and Secretary

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January 13, 2015

Bryan A. Parker
Materials Licensing Branch
U.S. Nuclear Regulatory Commission, Region III
2443 Warrenville Road, Suite 210
Lisle, Illinois 60532-4352

Re: Materials License No. 21-17630-01; Docket No. 030-13087
Notice of Closing of Indirect Transfer of Control of License

Dear Mr. Parker:

Verso Corporation (“Verso”),¹ on behalf of its indirect, wholly owned subsidiaries, NewPage Holdings Inc. (“NewPage”) and Escanaba Paper Company (“the Licensee”), hereby notifies the U.S. Nuclear Regulatory Commission (“NRC”) of the completion of an indirect transfer of control of the above-captioned license. By letter dated March 27, 2014, the NRC approved the indirect transfer of control resulting from a merger between NewPage and a Verso subsidiary as described in a January 31, 2014 letter. In the approval letter, you requested that the parties notify the NRC and provide a copy of the signed merger agreement within 30 days of closing.

On January 7, 2015, Verso and NewPage closed on the merger described in the January 31, 2014 letter. Both NewPage and the Licensee are now indirect, wholly owned subsidiaries of Verso. Accordingly, Verso hereby provides the requested notice. A copy of the executed and filed certificate of merger confirming completion of the transaction is enclosed as Attachment 1.²

We respectfully request that any necessary administrative amendment to the license be issued expeditiously. If you have any questions or comments, please contact Martin H. Schneider at 937.242.9230.

Sincerely,

A handwritten signature in black ink that reads "Peter H. Kesser".

Peter H. Kesser
Senior Vice President

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Enclosure: Attachment 1 – Copy of Certificate of Merger

¹ Promptly after the transaction was completed, Verso Paper Corp. changed its name to Verso Corporation. This name change does not impact the Licensee and so does not require a license amendment.

² In the March 27, 2014 letter, the NRC requested a copy of the executed merger agreement. The executed merger agreement was previously provided as Attachment 3, “Agreement and Plan of Merger,” to the parties’ January 31, 2014 license transfer application. The certificate of merger confirms that the transaction was completed as described in the merger agreement.

Attachment 1

COPY OF CERTIFICATE OF MERGER

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"VERSO MERGER SUB INC.", A DELAWARE CORPORATION,
WITH AND INTO "NEWPAGE HOLDINGS INC." UNDER THE NAME OF
"NEWPAGE HOLDINGS INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE SEVENTH DAY OF JANUARY, A.D. 2015, AT 11:28
O'CLOCK A.M.

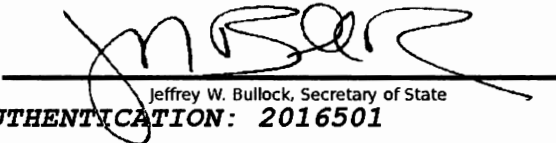
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
KENT COUNTY RECORDER OF DEEDS.

5252792 8100M

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2016501

DATE: 01-07-15

CERTIFICATE OF MERGER

OF

**VERSO MERGER SUB INC.,
a Delaware corporation**

WITH AND INTO

**NEWPAGE HOLDINGS INC.,
a Delaware corporation**

In accordance with Section 251 of the General Corporation Law of the State of Delaware (the "DGCL"), the undersigned corporation submits this certificate of merger (this "Certificate of Merger") for filing and hereby certifies, as of January 1, 2015, that:

1. The name and state of incorporation of each of the constituent corporations (the "Constituent Corporations") are as follows:

(i) Verso Merger Sub Inc., which is incorporated under the laws of the State of Delaware; and

(ii) NewPage Holdings Inc., which is incorporated under the laws of the State of Delaware.

2. The agreement and plan of merger, dated as of January 3, 2014, by and among Verso Paper Corp., a Delaware corporation, and each of the Constituent Corporations (the "Agreement and Plan of Merger"), has been approved, adopted, executed and acknowledged by each of the Constituent Corporations in accordance with the provisions of Section 251 of the DGCL.

3. The name of the surviving corporation is NewPage Holdings Inc. (the "Surviving Corporation").

4. The certificate of incorporation of the Surviving Corporation shall be amended and restated in its entirety to read as set forth in Exhibit A attached hereto and made a part hereof and, as so amended, shall be the certificate of incorporation of the Surviving Corporation until thereafter amended in accordance with the terms thereof and the DGCL.

5. The executed Agreement and Plan of Merger is on file at an office of the Surviving Corporation, the address of which is as follows: c/o Verso Paper Corp., 6775 Lenox Center Court, Suite 500, Memphis, TN 38115-4436.

6. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any of the Constituent Corporations.

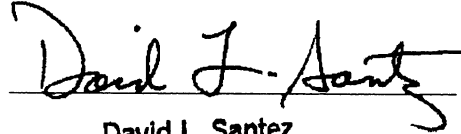
7. This Certificate of Merger, and the merger effected hereby, is to become effective immediately upon filing.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be executed by its duly authorized officer as of the date first set forth above.

NEWPAGE HOLDINGS INC., a Delaware corporation

By:
Name:
Title:



David L. Santez
Senior Vice President
General Counsel and Secretary

EXHIBIT A

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

NEWPAGE HOLDINGS INC.

[Attached herein]

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
NEWPAGE HOLDINGS INC.**

**ARTICLE I
NAME**

The name of the Corporation is NewPage Holdings Inc.

**ARTICLE II
REGISTERED OFFICE**

The address of the Corporation's registered office in the State of Delaware is 615 South DuPont Highway, Dover, County of Kent, 19901, and the name of its registered agent at such address is National Corporate Research, Ltd.

**ARTICLE III
CORPORATE PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (as amended or modified from time to time, the "DGCL").

**ARTICLE IV
AUTHORIZED CAPITAL STOCK**

The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue is 1,000 shares, all of which shall be common stock, par value \$0.01 per share.

**ARTICLE V
LIMITATION OF DIRECTOR LIABILITY**

No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exculpation is not permitted under the DGCL. If the DGCL is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of the directors of the Corporation shall be eliminated or limited to the fullest extent permitted under the DGCL, as so amended. Any amendment, modification or repeal of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such amendment, modification or repeal.

**ARTICLE VI
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 1. General. To the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, and as may be set forth more fully in the Bylaws of the Corporation, the Corporation shall indemnify and hold harmless, and shall advance expenses to, any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she, or a person for

whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans maintained or sponsored by the Corporation, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such person, and such right to indemnification shall continue as to any person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives. For the avoidance of doubt, nothing contained in this Article or otherwise contained in this Certificate of Incorporation or in the Bylaws of the Corporation shall require the Corporation to indemnify or hold harmless any person with respect to any act, omission or event that occurred prior to the date the Corporation was formed.

Section 2. Rights not Exclusive. The rights to indemnification and to the advancement of expenses conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under this Certificate of Incorporation, the Bylaws of the Corporation, any statute, agreement, vote of stockholders or disinterested directors or otherwise.

Section 3. Amendments to this Article. Any repeal or modification of this Article shall not adversely affect any rights to indemnification and to the advancement of expenses of a director or officer of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

**ARTICLE VII
SECTION 203 OF DGCL**

The Corporation elects not to be governed by Section 203 of the DGCL.

**ARTICLE VIII
EXCLUSIVE FORUM**

Unless the Corporation consents in writing to the selection of an alternative forum, the sole and exclusive forum for (a) any derivative action or proceeding brought on behalf of the Corporation, (b) any action asserting a claim of breach of a fiduciary duty owed by any director, officer, employee or agent of the Corporation to the Corporation or the Corporation's stockholders, (c) any action asserting a claim arising pursuant to any provision of the DGCL, this Certificate of Incorporation, or the Bylaws of the Corporation (as either may be amended or modified from time to time), or (d) any action asserting a claim governed by the internal affairs doctrine shall be a state court located within the State of Delaware or, if no state court located within the State of Delaware has jurisdiction, the federal district court for the District of Delaware, in all cases subject to the court having personal jurisdiction over the indispensable parties named as defendants therein. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consent to the provisions of this Article.

* * * * *

From: (202) 637-5600
Matthew Tynan
Hogan Lovells US LLP
Columbia Square
555 Thirteenth Street, N.W.
Washington, DC 20004

Origin ID: RDVA



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Ship Date: 14JAN15
ActWgt: 0.5 LB
CAD: 102960583/WSXI2750

Delivery Address Bar Code



SHIP TO: (630) 829-9500

BILL SENDER

Bryan A. Parker
Nuclear Regulatory Com Region III
2443 Warrenville Road, Suite 210
ATTN: Materials Licensing
Lisle, IL 60532

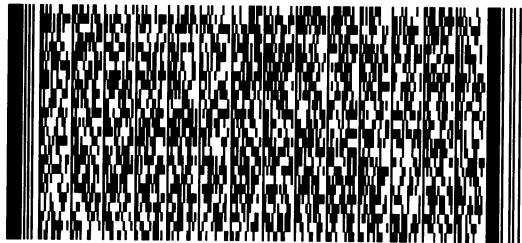
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Invoice #
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Dept #

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RELEASE#: 3785346

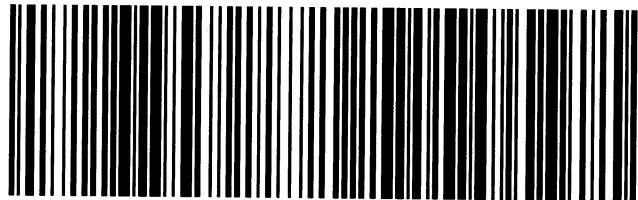
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FOLD on this line and place in shipping pouch with bar code and delivery address visible

1. Fold the first printed page in half and use as the shipping label.
2. Place the label in a waybill pouch and affix it to your shipment so that the barcode portion of the label can be read and scanned.
3. Keep the second page as a receipt for your records. The receipt contains the terms and conditions of shipping and information useful for tracking your package.