



CODE OF CONDUCT

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Verso Paper Corp.

Code of Conduct

Overview

About the Code of Conduct

At Verso Paper Corp., we value our reputation for integrity and adherence to the highest ethical standards. This Code of Conduct sets forth the essential elements of our commitment to these standards. It describes the primary, fundamental standards of behavior applicable to all of our people, including all employees and officers and, when they are acting on behalf of Verso, our directors. This Code of Conduct is not an exhaustive statement of Verso's policies and procedures and does not address every potential scenario, but it does provide the framework for those policies and procedures.

This Code of Conduct constitutes the "code of ethics" applicable to Verso's principal executive officer, principal financial officer, and principal accounting officer contemplated in Item 406 of Regulation S-K under the federal securities laws. It also constitutes the "code of business conduct and ethics" applicable to Verso's directors, officers and employees required by Rule 303A.10 of the New York Stock Exchange.

Expectations

All of our people must abide by this Code of Conduct. In addition, we are required to comply with all applicable laws, rules and regulations and all of Verso's policies and procedures. Our policies and procedures can be found by logging onto Verso's intranet website and clicking on the "Employee Matters – Policies and Procedures" section. Our compliance in every instance must be with both the spirit and letter of these requirements.

Questions to Ask Ourselves

In addition to complying with the requirements of the Code of Conduct, we should ask ourselves the following questions before making decisions or taking actions on behalf of Verso:

- Is my decision or action aligned with all of Verso's core values, mission, vision and principles?

- Is it legal, ethical and honest?
- Is it the right thing to do?
- Would I be comfortable if everyone knew about it?
- Will I feel good about myself afterwards?

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Our Conduct

Introduction

One of Verso's core values is "ethics and integrity." One of our principles is that "we do the right things for the company as a whole." As employees of Verso, we have the responsibility to live up to these standards, because our conduct is a reflection of Verso as a whole.

Equal Employment Opportunity

Verso provides equal employment opportunity for all qualified individuals – whether as applicants for employment or as employees of the company – regardless of their race, color, religion, age, gender, sexual orientation, marital status, citizenship, national origin, disability, military or veteran status, or any other classification protected by law. The policy pertains to any term or condition of employment, including recruitment, hiring, training, development, transfer, promotion, compensation, benefits, discipline and discharge.

Harassment

Verso is committed to providing a workplace that is respectful and free from all forms of unlawful harassment. Our commitment to fairness and mutual respect precludes harassment of our people as well as candidates for employment and our suppliers and customers. We expect that all relationships among persons in the workplace are business-like and free of bias, prejudice and harassment.

Harassment occurs when unwelcome conduct (including sexual or racial harassment and intimidation) creates a hostile or offensive work environment or is implied to be a factor in employment or advancement decisions.

We do not tolerate harassing actions, comments, inappropriate physical contact, sexual advances, or any other conduct that is intimidating or otherwise offensive or hostile. Incidents of harassment must be reported immediately to management.

Workplace Violence

Verso is committed to maintaining a safe, secure work environment. We do not tolerate:

- violent acts or threats of violence on Verso's premises or while engaged in Verso business; or

- possession of unauthorized firearms or other weapons on our premises or while engaged in our business.
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Alcohol and Narcotics

Verso is committed to a safe, productive, drug-free workplace. Reporting to work under the influence of alcohol, narcotics, other intoxicants or non-prescribed drugs, and the solicitation, possession and use of them on Verso's premises, are prohibited.

Verso's property includes all indoor and outdoor work areas, parking areas and company vehicles. Operating a Verso vehicle under the influence of alcohol, narcotics, other intoxicants or non-prescribed drugs is prohibited. This includes the operation of Verso vehicles on personal time and the operation of personal and rental vehicles used for Verso's business.

Media Contact

Members of the media – newspapers, magazines, radio, television and Internet bloggers – might contact us from time to time seeking information on various aspects of our business. All media inquiries must be referred to the local Verso Communications Representative. We are not authorized to communicate with the media on behalf of Verso without receiving prior approval from the appropriate Verso Communications Representative.

Compliance with Other Policies

We are subject to additional policies and procedures attributable to our job functions and responsibilities and the business risks associated with them. We must know, understand and comply with these other policies and procedures, which can be found by logging onto Verso's intranet website and clicking on the "Employee Matters – Policies and Procedures" section.

Business Ethics

Principle

Our people will conduct Verso's business and their business activities in accordance with the highest ethical standards.

Guidelines

We must be truthful with each other.

We must deal fairly and honestly with each other and all of Verso's customers, suppliers, competitors, regulators and others. We will not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice.

We must be candid with our management and auditors about accounting and financial reporting matters.

We must conduct ourselves in a way that avoids any actual, potential or apparent wrongdoing.

We must not seek advantages for Verso or ourselves through illegal or unethical actions.

We must take appropriate actions upon the discovery of illegal or unethical behavior among our people in the work environment.

We must cooperate with legal and ethical compliance audits and investigations.

We must not retaliate against any of our people who report in good faith any known or suspected illegal or unethical conduct or any other violations of this Code of Conduct.

Compliance with Laws

Principle

Our people will comply in all respects with all laws that apply to Verso's business.

Guidelines

We must understand the laws (including statutes, ordinances, rules, regulations and other legal requirements) that apply to Verso's business and our business activities. This includes all applicable federal, state, local and foreign laws as well as the rules and regulations of the New York Stock Exchange.

Although we are not expected to know the details of all laws, we must recognize when to seek advice from our supervisor or Verso's General Counsel.

We must adhere strictly to both the letter and the spirit of the law.

We must not offer or give any money, property, services or anything else of value, directly or indirectly, to anyone (including private parties and governmental officials) in order to obtain business for Verso or to obtain any special or unusual treatment for Verso or ourselves. However, we may provide meals, entertainment and marketing materials that are consistent with customary business practices, are not excessive in value or frequency, do not create the appearance of impropriety, and do not constitute a violation of any applicable law or Verso's contractual obligations.

We must not contribute Verso's funds to political parties or candidates for public office.

We must not commit, aid or abet insider trading – *i.e.*, trading in Verso's securities based on material, nonpublic information.

If we know or suspect that a violation of law has occurred, we must promptly report it to our supervisor, Verso's General Counsel or the Verso Compliance Center.

Confidentiality

Principle Our people will not engage in any unauthorized use or disclosure of confidential information.

Definition The term “confidential information” means items of information or compilations of information, in any form (tangible or intangible), pertaining to Verso’s business that are not authorized for disclosure to the public by Verso or readily available to the public by proper means. Confidential information includes information about Verso and its business, information about our people (including our health benefits), and information entrusted to Verso in confidence by third parties.

Guidelines We must keep all confidential information confidential.

If we are unsure whether certain information is confidential, we must seek advice from our supervisor or Verso’s General Counsel.

Any use of confidential information that is not within the scope of our job responsibilities for Verso is unauthorized.

Any use of confidential information that contradicts any policy or procedure of Verso, including this Code of Conduct, is unauthorized.

Any disclosure of confidential information to persons within Verso that is not necessary or appropriate for such persons to perform their job responsibilities for Verso is unauthorized.

Any disclosure of confidential information to persons or entities outside of Verso without express authorization by Verso is unauthorized.

We are not prohibited from making disclosures of confidential information that are compelled by law through court order, subpoena or any other legally binding obligation. However, if we become aware that disclosure of confidential information is compelled by law, we must inform Verso’s General Counsel as soon as possible under the circumstances (prior to disclosure whenever possible) and take all steps reasonably available to us to protect against any unnecessary disclosure of the confidential information.

We recognize that our obligations of confidentiality extend beyond our tenure at Verso.

Use of Verso's Property

Principle

Verso's property is in place to enable our people to perform the business-related functions that their positions require.

Guidelines

Verso's property – including its buildings, equipment, vehicles and supplies – belongs exclusively to Verso and not us. We should protect Verso's property and ensure its efficient use.

Except as provided below, we may use Verso's property only for Verso's business and not for our personal benefit or gain or the benefit or gain of any person or entity other than Verso.

Verso recognizes that from time to time we may need to use its property on a limited basis for personal matters. Verso will permit our personal use of its property, provided that such use:

- is limited in extent, duration and frequency;
- does not adversely affect the performance of our job responsibilities;
- does not adversely affect the performance of other Verso people's job responsibilities;
- does not result in any material incremental cost to Verso;
- does not include or involve offensive, pornographic, harassing, derogatory or discriminating language or material;
- is not illegal or unethical, and is not in furtherance of any activity that is illegal or unethical; and
- does not violate this Code of Conduct.

Use of Computers and Communications Equipment

Principle Verso owns and leases computers and communications systems to support our business. We are the custodians of the equipment assigned for our use and share responsibility for protecting it from theft and unauthorized use.

Guidelines

Personal Use The personal use of the computers and communications equipment assigned to us is permitted, provided that it complies with the requirements set forth in the “Use of Verso’s Property” section of this Code of Conduct and Verso’s policies and procedures.

Equipment Monitoring

Verso monitors the use of all computers and communications equipment. We do so in order to protect Verso’s data, to ensure the capacity and performance of our system, and to detect criminal activity or other wrongdoing. There should be no expectation of privacy in our use of any of Verso’s computers or communications equipment.

Changes to Computers

Computers, communications hardware, peripherals and supporting software are configured by Verso’s IT Department to support the jobs that we do. If anything needs to be changed, added or moved, we must let IT do it.

Software Installation

At Verso, we respect the intellectual property rights of others and do not copy or distribute any software without permission. IT must validate licensing and grant approval before we install any software.

Passwords

Computer and voicemail passwords protect Verso’s data and resources. We must ensure that our passwords protect Verso from unauthorized access. Computer passwords will be changed at regular 90-day intervals. Computer and voicemail passwords will be changed whenever they become compromised.

Internet Use

At Verso, our compliance with laws and respect for our co-workers has led us to use filters to block access to inappropriate Internet

sites and to monitor individual Internet use. If inappropriate content appears on a website that we are connected to, we must disconnect immediately from the site. Inappropriate site content includes, but is not limited to, sex, nudity, drugs, hate speech, gambling and criminal skills (ex: bomb-making and computer-hacking skills). The accessing or downloading of pornographic material from the Internet is strictly prohibited.

Email Use

The content of our emails reflects upon Verso as well as us. At Verso, our emails must be professional and respectful. Our emails must not send material that contain profanity, inappropriate jokes, sexually explicit material, rumors, gossip or derogatory or harassing messages.

Viruses

Verso's computers and communications systems are protected from disruptions caused by a virus or worm. We are not permitted to disable or modify the virus protection software.

Conflicts of Interest

Principle

Our people will remain loyal to Verso and avoid situations in which our interests could conflict with Verso's interests or affect our ability to act objectively in performing our jobs.

Guidelines

We must avoid all conflicts of interest. Among other things, we must not:

- request or solicit gifts from Verso's suppliers, customers or anyone else doing or seeking to do business with Verso;
- accept gifts from Verso's suppliers, customers or anyone else doing or seeking to do business with Verso, unless such gifts are consistent with customary business practices and do not exceed \$75 from any source during the course of a year;
- accept entertainment from Verso's suppliers, customers or anyone else doing or seeking to do business with Verso unless such entertainment is consistent with customary business practices, is not excessive in value or frequency, and does not create the appearance of impropriety;
- participate in any enterprise in competition with Verso;
- own, directly or indirectly, a more than a 3% interest in any of Verso's suppliers, customers or anyone else doing business with Verso, unless such interest is authorized by Verso's General Counsel;
- except for arm's-length transactions in the ordinary course of business, obtain loans or guarantees of personal obligations from, or enter into any other personal financial transaction with, any material customer, supplier or competitor of Verso.
- use any of Verso's property (including information) or labor for personal reasons, except as permitted in the "Use of Verso's Property" section of this Code of Conduct; or
- enter into dating or personal/social relationships with other Verso people with whom we have a direct or indirect reporting relationship or over whom we have hiring, firing, promotional, demotional, job-placement, or investigative authority.

Note: Except at our mills, any Verso people who are family members (we define “family members” as our parents, brothers, sisters, spouses, in-laws and children), or who become family members while working at Verso, are not permitted to work together under the same supervisor, in the same department, or in a direct or indirect reporting relationship.

Our loyalty to Verso and ability to act objectively in performing our jobs can be compromised not just when we receive an improper personal benefit, but also when our family members do so. We must, therefore, avoid all conflicts of interest involving ourselves as well as our family members.

Corporate Opportunities

Principle

Our people are responsible for advancing Verso's business interests when the opportunity to do so arises.

Guidelines

We are not permitted to take for ourselves, or direct to a third party, any business opportunity discovered through our position at Verso or through the use of Verso's property or information.

We must not use our position with Verso, or Verso's property or information, for our personal benefit or gain or the benefit or gain of any person or entity other than Verso.

We must not compete with Verso in any way.

Accounting, Financial Reports and Public Disclosures

Principle

Our people will demonstrate the highest integrity in conducting Verso's accounting operations, preparing our financial reports, and making our disclosures to the public.

Guidelines

Verso's financial statements, and all books and records on which they are based, must accurately reflect Verso's transactions. Verso will have only one set of books.

We must understand and adhere to Verso's accounting and financial reporting policies and practices.

We must be candid in our communications with Verso's accounting and financial reporting personnel and with our auditors. We must provide them with accurate and complete information in an objective and timely manner.

We must endeavor to ensure that Verso's financial reports and other public disclosures – including our press releases as well as our registration statements and reports filed with the Securities and Exchange Commission – contain complete, accurate and understandable disclosures and are issued or filed on a timely basis.

We must encourage others within Verso to raise legitimate questions and concerns regarding the Company's public disclosures and ensure that they are appropriately addressed.

If we know of or suspect any improper or questionable accounting or auditing or any inaccuracy in Verso's financial reports or other public disclosures, we must promptly report the matter to Verso's General Counsel, the Verso Compliance Center, or the Audit Committee of Verso's Board of Directors.

Reporting Illegal and Unethical Behavior

Principle

Our people will report any violation of law or this Code of Conduct, unethical behavior, improper or questionable accounting or auditing, or inaccuracy in Verso's financial reports or other public disclosures.

Guidelines

We must abide by this Code of Conduct. This is required by Verso and is a condition of our employment. There are no exceptions.

Our failure to abide by this Code of Conduct is considered a serious violation and is justification for disciplinary action up to and including immediate termination.

If we know or suspect that any violation of law or this Code of Conduct or any unethical behavior has occurred, we must promptly report the incident to our supervisor, Verso's General Counsel or the Verso Compliance Center.

If we know of or suspect any improper or questionable accounting or auditing or any inaccuracy in Verso's financial reports or other public disclosures, we must promptly report the matter to Verso's General Counsel, the Verso Compliance Center, or the Audit Committee of Verso's Board of Directors.

Any report – whether it be for a violation of law or this Code of Conduct, improper or questionable accounting or auditing, or an inaccurate financial report or other public disclosure – may be made anonymously. However, Verso prefers that we provide our name and contact information so that Verso may follow up with any questions that might arise from our report. We may feel confident in reporting violations, because Verso does not allow retaliation against us for doing so.

If we believe that we have, or anyone else at Verso has, violated any law or this Code of Conduct, we may discuss the matter with our supervisor, Verso's General Counsel or the Verso Compliance Center. In addition, if we have a question about whether we have, or anyone else at Verso has, violated any law or this Code of Conduct, we may discuss the matter with the same resources. The self-reporting of past violations will not automatically jeopardize our employment; instead, situations will be reviewed on an individual basis.

We must take seriously any complaint or concern expressed by any of our people whom we supervise. If we determine that action is required to address the situation, we must notify all appropriate persons and make sure that the situation is investigated. Serious violations must be reported immediately to Verso's General Counsel or the Verso Compliance Center.

If Verso conducts an investigation, we must cooperate fully with the investigators and keep the matter strictly confidential. If we do not cooperate or maintain confidentiality during an investigation, we will be subject to disciplinary action up to and including immediate termination.

Interpretations and Waivers of the Code

Interpretations All interpretations of this Code of Conduct will be made by Verso's General Counsel.

Waivers It may be appropriate, in certain extraordinary circumstances, to grant a waiver of a provision of this Code of Conduct.

Any request for a waiver must be made in writing to Verso's General Counsel.

Any waiver of this Code of Conduct for a director or executive officer may be made only by Verso's Board of Directors or its Audit Committee and must be promptly disclosed to the public in accordance with the applicable legal requirements of the Securities and Exchange Commission and the New York Stock Exchange.

Contacts for Questions, Interpretations and Reports of Violations

Introduction

From time to time, we might have questions about whether certain conduct is permitted or prohibited by this Code of Conduct. At other times we might want to receive an interpretation of a particular provision of this Code of Conduct. There also might be situations in which we are required to report a violation of law or this Code of Conduct, unethical behavior, improper or questionable accounting or auditing, or inaccuracy in Verso's financial reports or other public disclosures. To assist in each of these instances, Verso has developed a simple approach for getting us in touch with the right person.

Questions and Interpretations

To ask a question about whether certain conduct is permitted or prohibited by this Code of Conduct, or to receive an interpretation of a specific provision of this Code of Conduct, we may contact Verso's General Counsel as follows:

- By email using Lotus Notes: General Counsel
 - By email using the Internet: general.counsel@versopaper.com
 - By letter: Verso Paper Corp.
Attention: General Counsel
6775 Lenox Center Court, Suite 400
Memphis, TN 38115
 - By telephone: 901-369-4105
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Reporting Violations

To report any violation of law or this Code of Conduct or any unethical behavior, we may choose any of the following three options:

- our supervisor by email, letter or telephone
- Verso's General Counsel as shown above
- the Verso Compliance Center by telephone at 800-770-1453

To report any improper or questionable accounting or auditing or any inaccuracy in Verso's financial reports or other public disclosures, we may choose any of the following three options:

- Verso's General Counsel as shown above
- the Verso Compliance Center by telephone at 800-770-1453
- the Audit Committee of Verso's Board of Directors by letter at the following address:

Verso Paper Corp.
Attention: Audit Committee
6775 Lenox Center Court, Suite 400
Memphis, TN 38115

Any report – whether it be for a violation of law or this Code of Conduct, improper or questionable accounting or auditing, or an inaccurate financial report or other public disclosure – may be made anonymously. However, Verso prefers that we provide our name and contact information when reporting a violation, so that Verso may follow up with any questions that might arise from our report. We may feel confident in reporting violations, because Verso does not allow retaliation against us for doing so.

Acknowledgment and Agreement

Introduction

We believe that if our people acknowledge that they have read, understand and agree to abide by this Code of Conduct when they join Verso and then repeat that acknowledgment on an annual basis, these actions will enhance Verso's core values of ethics and integrity and will help ensure Verso's success.

Notices

This Code of Conduct supersedes any and all previous versions.

Our failure to abide by this Code of Conduct is considered a serious violation and is justification for disciplinary action up to and including immediate termination.

Nothing in this Code of Conduct creates a contract of employment between Verso and us. Unless we have an employment contract, our employment with Verso is at will, will continue for no specific period of time, and may be terminated by Verso or us for any or no reason, with or without notice, and at any time.

Training

Verso will take appropriate steps to train each of us in this Code of Conduct. The training will include computer-based educational and testing sessions using the Olé learning platform. The training will be conducted upon the commencement of our service with Verso and on an annual basis thereafter.

Requirement

Each of us must acknowledge that he or she has read, understands and agrees to comply with this Code of Conduct. To make such acknowledgment, each of us will be required to provide our electronic signature when we complete the Olé training course.



**ACKNOWLEDGMENT AND AGREEMENT
FOR
CODE OF CONDUCT**

I acknowledge that I have read, understand and agree to comply with Verso Paper Corp.'s Code of Conduct.

[Electronic Signature]