

United States Bankruptcy Court
District of Delaware

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Smurfit-Stone Container Corporation
Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN
Street Address of Debtor (No. & Street, City, and State): 150 North Michigan Avenue Chicago, Illinois ZIP CODE 60601
County of Residence or of the Principal Place of Business: Cook County
Mailing Address of Debtor (if different from street address):
Location of Principal Assets of Business Debtor (if different from street address above):

Type of Debtor (Form of Organization) (Check one box.)
Nature of Business (Check one box.)
Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)
Nature of Debts (Check one box.)
Tax-Exempt Entity (Check box, if applicable.)

Filing Fee (Check one box.)
Chapter 11 Debtors
Check one box:
Check if:
Check all applicable boxes:

Statistical/Administrative Information
THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors
Estimated Assets
Estimated Liabilities

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): <b>Smurfit-Stone Container Corporation</b>
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**All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than one, attach additional sheet)**

Location Where Filed:  <p align="center"><b>None</b></p>	Case Number:	Date Filed:
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Location Where Filed:	Case Number:	Date Filed:
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**Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)**

Name of Debtor: <b>See Attachment 1</b>	Case Number:	Date Filed:
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District:  <p align="center"><b>District of Delaware</b></p>	Relationship:	Judge:
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<p align="center"><b>Exhibit A</b></p> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.	<p align="center"><b>Exhibit B</b></p> (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b).  X _____ Signature of Attorney for Debtor(s) <span style="float: right;">Date</span>
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**Exhibit C**

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No See Attached Exhibit C

**Exhibit D**

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

**Information Regarding the Debtor – Venue**  
(Check any applicable box)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

**Certification by a Debtor Who Resides as a Tenant of Residential Property**

(Check all applicable boxes.)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

\_\_\_\_\_

(Name of landlord that obtained judgment)

\_\_\_\_\_

(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification (11 U.S.C. § 362(1)).

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s): Smurfit-Stone Container Corporation

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by § 342(b) of the Bankruptcy Code.

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (If not represented by attorney)

\_\_\_\_\_  
Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached

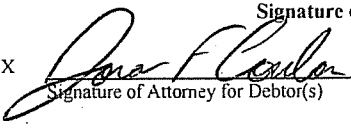
Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X \_\_\_\_\_  
(Signature of Foreign Representative)

X \_\_\_\_\_  
(Printed Name of Foreign Representative)

\_\_\_\_\_  
Date

Signature of Attorney\*

X  \_\_\_\_\_  
Signature of Attorney for Debtor(s)

James F. Conlan Robert S. Brady

Printed Name of Attorney for Debtor(s)

Sidley Austin LLP Young Conaway Stargatt & Taylor, LLP

Firm Name  
One South Dearborn St. 1000 West Street, 17th Fl.  
Chicago, IL 60603 P.O. Box 391  
Wilmington, DE 19801

Address

312-853-7000 302-571-6600  
Telephone Number

January 26, 2009 January 26, 2009  
Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that Section. Official Form 19B is attached.

\_\_\_\_\_  
Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

X \_\_\_\_\_

\_\_\_\_\_  
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

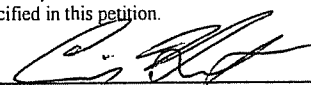
If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.*

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X  \_\_\_\_\_  
Signature of Authorized Individual

Craig A. Hunt

Printed Name of Authorized Individual

Secretary

Title of Authorized Individual

January 26, 2009

\_\_\_\_\_  
Date

**ATTACHMENT 1 TO VOLUNTARY PETITION**

Pending Bankruptcy Cases Filed by Affiliates of the Debtor:

On January 26, 2009, each of the affiliated entities listed below, including the Debtor in this chapter 11 case (collectively, the "Debtors"), filed a voluntary petition in this Court for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). Smurfit-Stone Container Corporation is the direct or indirect parent corporation of each of the other Debtors. Contemporaneously with the filing of their voluntary petitions, the Debtors filed a motion requesting that the Court consolidate their chapter 11 cases for administrative purposes only.

**The Debtors are the following entities:**

Smurfit-Stone Container Corporation  
Smurfit-Stone Container Enterprises, Inc.  
Cameo Container Corporation  
Lot 24D Redevelopment Corporation  
Atlanta & Saint Andrews Bay Railway Company  
Stone International Services Corporation  
Stone Global, Inc.  
Stone Connecticut Paperboard Properties, Inc.  
Smurfit-Stone Puerto Rico, Inc.  
Smurfit Newsprint Corporation  
SLP Finance I, Inc.  
SLP Finance II, Inc.  
SMBI Inc.  
Calpine Corrugated, LLC  
Smurfit-Stone Container Canada Inc.  
Stone Container Finance Company of Canada II  
3083527 Nova Scotia Company  
MBI Limited/Limitée  
Smurfit-MBI  
639647 British Columbia Ltd.  
B.C. Shipper Supplies Ltd.  
Specialty Containers Inc.  
SLP Finance General Partnership  
Francobec Company  
605681 N.B. Inc.

**UNITED STATES BANKRUPTCY COURT**

District of Delaware

In re SMURFIT-STONE CONTAINER CORPORATION, ) Case No. \_\_\_\_\_  
 Debtor )  
 )  
 ) Chapter 11

**EXHIBIT "A" TO VOLUNTARY PETITION**

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 0-23876.

2. The following financial data is the latest available information and refers to the debtor's condition on September 30, 2008.<sup>1</sup>

a. Total assets	\$ <u>7,450,000,000.00</u>	
b. Total debts (including debts listed in 2.c., below)	\$ <u>5,582,000,000.00</u>	
c. Debt securities held by more than 500 holders:	NONE	
d. Number of shares of preferred stock <sup>2</sup>	<u>4,599,300</u>	<u>Unknown</u>
e. Number of shares of common stock <sup>3</sup>	<u>256,127,479</u>	<u>Unknown</u>

Comments, if any

3. Brief description of debtor's business:

Smurfit-Stone Container Corporation ("Smurfit-Stone") is the industry's leading manufacturer of paperboard and paper-based packaging in North America, including containerboard and corrugated containers, and is one of the world's largest paper recyclers. Smurfit-Stone is a holding company with no business operations of its own. It conducts business operations through its wholly-owned subsidiary, Smurfit-Stone Container Enterprises, Inc.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

Wellington Management Company, LLP 75 State Street Boston, Massachusetts 02109	Platinum Investment Management Limited Level 8 7 Macquarie Place Sydney NSW 2000 Australia
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<sup>1</sup> The assets and debts reflect the the total consolidated assets and liabilities for the Debtor and its direct and indirect subsidiaries as of September 30, 2008 as reported in the Debtor's 10-Q filed with the Securities and Exchange Commission and are provided on a consolidated basis for the Debtor and its direct and indirect subsidiaries.

<sup>2</sup> As of November 3, 2008.

<sup>3</sup> As of November 3, 2008.

B 1C (Official Form 1, Exhibit C (9/01))

*[If, to the best of the debtor's knowledge, the debtor owns or has possession of property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety, attach this Exhibit "C" to the petition.]*

**UNITED STATES BANKRUPTCY COURT**

District of Delaware

In re	<u>SMURFIT-STONE CONTAINER CORPORATION,</u>	)	Case No. _____
	Debtor	)	
		)	
		)	Chapter 11

**EXHIBIT "C" TO VOLUNTARY PETITION**

1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor does not believe it owns or possesses any real or personal property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety. To the extent the Debtor has an interest in such property, to the best of the Debtor's knowledge, the Debtor is in compliance with all applicable laws, including, without limitation, all environmental laws and regulations.

2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor is not aware of any real or alleged dangerous conditions existing on or related to any real or personal property owned or possessed by the Debtor.

**CERTIFICATE OF RESOLUTIONS ADOPTED BY THE BOARD  
OF DIRECTORS OF SMURFIT-STONE CONTAINER CORPORATION**

I, Craig A. Hunt, Secretary of Smurfit-Stone Container Corporation, a Delaware corporation (the "Company") hereby certify that at a special telephonic meeting of the Board of Directors of the Company duly called and held on January 25, 2009, the following resolutions (these "Resolutions") were duly adopted in accordance with the requirements of applicable law, and that said resolutions have not been modified or rescinded, and are still in full force and effect on the date hereof:

RESOLVED, that in the judgment of the Board of Directors of the Company, it is desirable and in the best interests of the Company, its creditors, stockholders, employees, and other interested parties that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code");

RESOLVED, that any individual duly appointed by the Board of Directors as the Chief Executive Officer, Interim Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, President, Executive Vice President, Senior Vice President, Vice President, General Counsel, Secretary, Assistant Secretary, Treasurer or Assistant Treasurer (each, an "Authorized Officer" and together, the "Authorized Officers") are, and each of them is, hereby authorized and empowered on behalf of, and in the name of, the Company to execute and verify or certify a petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") at such time as said Authorized Officer executing the same shall determine and in such form or forms as such Authorized Officer may approve;

RESOLVED, that the law firm of Sidley Austin LLP, One South Dearborn Street, Chicago, Illinois 60603, be, and hereby is, retained and employed as attorneys for the Company in connection with the prosecution of the Company's case under chapter 11 of the Bankruptcy Code;

RESOLVED, that the law firm of Young Conaway Stargatt & Taylor, LLP, The Brandywine Building, 1000 West Street, 17th Floor, Wilmington, Delaware, 19801, be, and hereby is, retained and employed as Delaware attorneys for the Company in connection with the prosecution of the Company's case under chapter 11 of the Bankruptcy Code;

RESOLVED, that the financial advisory firm of PricewaterhouseCoopers LLP, 300 Madison Avenue, New York, New York, 10017, be, and hereby is, retained and employed as financial and investment consultants for the Company in connection with the prosecution of the Company's case under chapter 11 of the Bankruptcy Code;

RESOLVED, that the financial advisory firm of Lazard Frères & Co. LLC, 190 S. LaSalle Street, 31<sup>st</sup> Floor, Chicago, Illinois, 60603, be, and hereby is, retained and employed as investment bankers for the Company in connection with the Company's case under Chapter 11 of the Bankruptcy Code;

RESOLVED, that each of the Authorized Officers be, and each of them hereby is, authorized to execute and file any and all petitions, schedules, motions, lists, applications,

pleadings, and other papers, and to take any and all further actions which the Authorized Officers or the Company's legal counsel may deem necessary or appropriate to file the voluntary petition for relief under chapter 11 of the Bankruptcy Code, and to take and perform any and all further acts and deeds which they deem necessary, proper or desirable in connection with the chapter 11 case, with a view to the successful prosecution of such case including, without limitation, seeking authority to guarantee or borrow, and borrowing, amounts under any post-petition financing facility for itself or its affiliates, and granting liens, guarantees, pledges, mortgages and/or other security therefor and filing financing statements, mortgages, intellectual property security agreements and other documents related thereto;

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized to employ and retain legal counsel, financial advisors, accountants and other professionals, to advise the Company in connection with its case under chapter 11 of the Bankruptcy Code;

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed on behalf of the Company to take such actions to make, sign, execute, acknowledge and deliver (and record in the relevant office of the secretary of state or the county clerk, if necessary) any and all such agreements listed above (including exhibits thereto), including any and all affidavits, orders, directions, certificates, requests, receipts, financing statements, or other instruments as may reasonably be required to give effect to these Resolutions, and to execute and deliver such agreements (including exhibits thereto) and related documents, and to fully perform the terms and provisions thereof;

RESOLVED, that the Authorized Officers, be, and each of them hereby is, authorized on behalf of, and in the name of, the Company to execute any and all plans of reorganization under chapter 11 of the Bankruptcy Code, including any and all modifications, supplements, and amendments thereto, and to cause the same to be filed in the Bankruptcy Court at such time as said Authorized Officer executing the same shall determine;

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed on behalf of the Company to take such actions and to make, sign, execute, acknowledge and deliver all such additional documents, agreements and certificates as may be reasonably required to give effect to the consummation of the transactions contemplated by these Resolutions and any chapter 11 plan of reorganization, and to execute and deliver such documents, agreements and certificates, and to fully perform the terms and provisions thereof; and

RESOLVED, that to the extent that any of the actions authorized by any of these Resolutions have been taken by the Authorized Officers of the Company on its behalf, such actions are hereby ratified and confirmed in their entirety.

[Signature Page Follows]



IN WITNESS WHEREOF, the undersigned has executed this written certificate as of the 25th day of January, 2009.

SMURFIT-STONE CONTAINER  
CORPORATION

A handwritten signature in black ink, appearing to read 'C. A. Hunt', is written over a horizontal line.

By: Craig A. Hunt  
Title: Secretary

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

In re:

SMURFIT-STONE CONTAINER  
CORPORATION, et al.,<sup>1</sup>

Debtors.

Chapter 11

Case No. 09-\_\_\_\_\_ ( )

Joint Administration Requested

**CONSOLIDATED LIST OF CREDITORS HOLDING THE  
THIRTY LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS**

The following is the consolidated list of creditors holding the thirty (30) largest unsecured claims against above captioned debtors and debtors-in-possession (each a “Debtor” and collectively, the “Debtors”) (the “List of Creditors”). The List of Creditors reflects estimated amounts owed by the Debtors as of the Petition Date.

The List of Creditors has been prepared on a consolidated basis from the books and records of each of the Debtors as of the close of business on January 23, 2009. The Debtors take no position at this time regarding whether any of the parties included in the List of Creditors are “insiders” of the Debtors, as that term is defined in section 101(31) of title 11 of the United States Code (the “Bankruptcy Code”), and the inclusion or exclusion of any party to this List of Creditors shall not constitute an admission by, nor shall it be binding on, the Debtors in any respect. The Debtors expressly reserve the right to, in their sole discretion, challenge the validity, priority and/or amount of any obligation reflected herein.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Smurfit-Stone Container Corporation (1401), Smurfit-Stone Container Enterprises, Inc. (1256), Calpine Corrugated, LLC (0470), Cameo Container Corporation (5701), Lot 24D Redevelopment Corporation (6747), Atlanta & Saint Andrews Bay Railway Company (0093), Stone International Services Corporation (9630), Stone Global, Inc. (0806), Stone Connecticut Paperboard Properties, Inc. (8038), Smurfit-Stone Puerto Rico, Inc. (5984), Smurfit Newsprint Corporation (1650), SLP Finance I, Inc. (8169), SLP Finance II, Inc. (3935), SMBI Inc. (2567), Smurfit-Stone Container Canada Inc. (3988), Stone Container Finance Company of Canada II (1587), 3083527 Nova Scotia Company (8836), MBI Limited/Limitée (6565), Smurfit-MBI (1869), 639647 British Columbia Ltd. (7733), B.C. Shipper Supplies Ltd. (7418), Specialty Containers Inc. (6564), SLP Finance General Partnership (TBD), Francobec Company (7735), and 605681 N.B. Inc. (1898). The Debtors’ corporate headquarters are located at, and the mailing address for each Debtor is, 150 North Michigan Avenue, Chicago, Illinois 60601.

	(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number and fax number of employee, agent or department of creditor familiar with claim	(3) Nature of claim (trade debt, bank loan, government, contract, etc.)	(4) Indicate if claim is contingent, disputed, or subject to setoff	(5) Amount of claim (if secured also state value of security)
1	THE BANK OF NEW YORK 101 BARCLAY STREET NEW YORK, NY 10286	CORPORATE TRUST ADMINISTRATION FAX: (212) 815 5707	BOND DEBT		\$ 700,000,000.00
2	THE BANK OF NEW YORK TRUST COMPANY, NA 2 NORTH LASALLE STREET, SUITE 1020 CHICAGO, IL 60602	CORPORATE TRUST ADMINISTRATION FAX: (312) 827 8542	BOND DEBT		\$ 675,000,000.00
3	THE BANK OF NEW YORK 101 BARCLAY STREET NEW YORK, NY 10286	CORPORATE TRUST ADMINISTRATION FAX: (212) 815 5915	BOND DEBT		\$ 400,000,000.00
4	THE BANK OF NEW YORK 101 BARCLAY STREET NEW YORK, NY 10286	CORPORATE TRUST ADMINISTRATION FAX: (212) 815 5707	BOND DEBT		\$ 300,000,000.00
5	BNY TRUST COMPANY MIDWEST 2 NORTH LASELLE STREET, SUITE 1020 CHICAGO, IL 60602	VICE PRESIDENT FAX: (312) 827 8542	BOND DEBT		\$ 200,000,000.00
6	THE CIT GROUP/EQUIPMENT FINANCING, INC. 305 FELLOWSHIP ROAD, SUITE 300 MOUNT LAUREL, NJ 08054	MARTIN HEALEY PH: (856) 813-2623 FAX: (856) 727-5203 - and - James H. Rollins Holland & Knight LLP Suite 2000 One Atlantic Center 1201 West Peachtree Street, N.E. Atlanta, Georgia 30309 Fax (404) 541-4434	Guarantee of Amended and Restated Credit Agreement dated July 28, 2008	Contingent	\$ 36,800,000.00
7	BRITISH PETROLEUM 28301 FERRY ROAD, 2ND FLOOR WARRENVILLE, IL 60555	CANDICE DUET PH: (630) 836-7629 FAX: (630) 836-4600	TRADE		\$ 22,062,850.00 (secured by L/C in the amount of \$19,062,850)
8	INTERNATIONAL PAPER AND AFFILIATES PO BOX #9758 FEDERAL WAY, WA 98063-9758	JENNY IRANON PH: (253) 288-4730 FAX: (901) 214-1248	TRADE	Claim subject to setoff	\$ 12,906,122.63
9	UNION BANK OF CALIFORNIA, N.A. TWO WALNUT CREEK CENTER 200 PRINGLE AVENUE, SUITE 500 WALNUT CREEK, CA 94596	COMMERCIAL FINANCE DIVISION PH: (925) 947-3086 FAX: (925) 943-7442 - and - Barry Freeman Jeffer, Mangels, Butler & Marmaro LLP 1900 Avenue of the Stars, 7th Floor Los Angeles, California 90067 Fax: (310) 712-3393	Guarantee of Loan and Security Agreement dated March 30, 2006	Contingent	\$ 9,171,665.00

10	LEAD PLAINTIFFS IN THE CIVIL ACTION TITLED ARNOLD INDA, DANIEL ROMERO, ALBERT VILLA, REUBEN CORTEZ, AND JOSEPH ORTIZ, FELIPE MENDOZA, JOHN JIMENEZ, RAYMOND LAMONTAGNE, INDIVIDUALLY AND ON BEHALF OF A CLASS OF SIMILARLY SITUATED V. SMURFIT STONE CONTAINER CORPORATION POSNER & ROSEN LLP 3600 WILSHIRE BLVD, SUITE 1800 LOS ANGELES, CA 90010	HOWARD Z. ROSEN / JASON C. MARSILI PH: (213) 389 6050 FAX: (213) 389 0663	LITIGATION		\$ 8,750,000.00
11	GEORGIA PACIFIC CORPORATION AND AFFILIATES 133 PEACHTREE ST, N.E. ATLANTA, GA 30303	JASON SMITHER PH: (404) 652-5937 FAX: (404) 584-1470	TRADE	Claim subject to setoff	\$ 5,477,664.56
12	CORN PRODUCTS INTERNATIONAL AND AFFILIATES PO BOX #409882 ATLANTA, GA 30384-9882	DENNIS CALLANAN PH: (708) 551-2600 FAX: (708) 551-2700	TRADE		\$ 3,808,207.93
13	BHS CORRUGATED NORTH AMERICA INC AND AFFILIATES 9103 YELLOW BRICK ROAD STE N BALTIMORE CITY, MD 21237-4702	GREG WOLF PH: (410) 574-4211 FAX: (410) 574-4571	TRADE		\$ 3,419,975.05
14	CSX TRANSPORTATION AND AFFILIATES 500 WATER ST SC J180 JACKSONVILLE, FL 32202	DAN MURRAY PH: (847) 910-3062 FAX: (904) 359-2459	TRADE		\$ 3,180,820.30
15	VOITH FABRICS US SALES INC AND AFFILIATES PO BOX#88572 MILWAUKEE, WI 53288	BOB GALLO PH: (920) 731-0769 FAX: (920) 734-1444	TRADE		\$ 2,915,525.92
16	NORAMPAC AND AFFILIATES 1061 PARENT STREET ST. BRUNO (QUEBEC), J3V 6R7 Canada	PATRICK CHAPERON PH: (450) 461-8600 FAX: (450) 461-8636	TRADE	Claim subject to setoff	\$ 2,748,203.17
17	GREEN BAY PACKAGING INC AND AFFILIATES BIN 53139 MILWAUKEE, WI 53288	PAM GOODSON PH: (501) 354-9292 FAX: (920) 433-5471	TRADE	Claim subject to setoff	\$ 2,471,990.62
18	MARQUIP INC AND AFFILIATES 33758 TREASURY CENTER COOK, IL 60694-3700	RANDY LORENZ PH: (608) 255-4220 x888239 FAX: (314) 862-8858	TRADE		\$ 2,198,544.47
19	MOTION INDUSTRIES INC & AFFILIATES PO BOX #862 SPRINGDALE, AR 72765	W.E BILL HORN PH: (205) 951-1148 FAX: (205)-951-1172	TRADE		\$ 2,099,343.28
20	ROCK TENN CO & AFFILIATES PO BOX #8500 PHILADELPHIA, PA 19178	DAN BERGIN PH: (631) 851-9028 FAX: (770) 263-3582	TRADE	Claim subject to setoff	\$ 2,044,139.99
21	NORFOLK SOUTHERN CORPORATION & AFFILIATES PO BOX #532888 ATLANTA, GA 30353-2888	JOHN REILLY PH: (708) 409-1502 FAX: (757) 664-5069	TRADE		\$ 2,040,920.76
22	ERCO WORLDWIDE & AFFILIATES 302 THE EAST MALL SUITE 200 TORONTO, ON M9B 6C7 Canada	DAVE GALLAGHER PH: (509) 521-1396 FAX: (416) 239-0235	TRADE		\$ 2,009,986.52
23	WEAVEXX CORP & AFFILIATES 24446 NETWORK PLACE CHICAGO, IL 60673-1244	JOEL FARMER PH: (865) 250-0245 FAX: (919) 556-2432	TRADE		\$ 1,813,534.89
24	EQUISTAR 2718 COLLECTIONS CENTER DRIVE CHICAGO, IL 60693	JOHN KANGAS PH: (630) 443-7310 FAX: (713) 652- 7430	TRADE		\$ 1,792,081.44

25	AIRTEK CONSTRUCTION INC & AFFILIATES PO BOX #388 TROY,AL 36081	MARK SMITH PH: (334) 566-7400 FAX: (334) 556-7496	TRADE		\$ 1,791,265.88
26	RS HARRITAN CO INC & AFFILIATES PO BOX #24157 RICHMOND,VA 23224-0157	CYNTHIA CECIL PH: (804) 275-7821 FAX: (804) 743-8380	TRADE		\$ 1,782,176.87
27	GRAPHIC SCIENCES INC & AFFILIATES UNIT 024944 PORTLAND,OR 97208	JEFF ASHBURN PH: (501) 276-4465 FAX: (503) 460-0225	TRADE		\$ 1,633,547.48
28	SHERIFF ANDY BROWN 500 EAST COURT ST JONESBORO,LA 71251	ANDY BROWN PH: (318) 259-9021 FAX: (318) 259-8268	TAX		\$ 1,591,372.94
29	BOISE CASCADE PAPER DIV PO BOX #120001 DEPT 0778 DALLAS,TX 75312-0778	LORI WALSTON PH: (208) 384-7829 FAX: (208) 384-4852	TRADE	Claim subject to setoff	\$ 1,577,153.39
30	CEDAR BAY GENERATING CO LTD PTNRSHIP 401 ALTON ST ALTON,IL 62002	SEMINOLE MILL (ELECTRIC COMPANY NO CONTACT) PH: 904-751-4000 FAX: (904) 751-7370	TRADE		\$1,576,050 (secured by L/C in the amount of \$10,000,000)

**DECLARATION REGARDING CREDITORS  
HOLDING THE THIRTY LARGEST UNSECURED CLAIMS**

I, Craig A. Hunt, am an authorized officer of Smurfit-Stone Container Corporation and either an authorized officer or individual of each of the other debtors and debtors in possession in these chapter 11 cases (collectively, the "Debtors"), and in such capacities am familiar with the financial affairs of each of the Debtors. I declare under penalty of perjury that I have read and reviewed the foregoing Consolidated List of Creditors Holding the Thirty (30) Largest Unsecured Claims Against the Debtors and that the information included therein is true and correct to the best of my knowledge, information and belief.

Dated: January 26, 2009



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Craig A. Hunt  
Secretary

SMURFIT-STONE CONTAINER  
CORPORATION