

06-14-2005

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

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11/29/04

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Smurfit-Stone Container Enterprises, Inc.
Smurfit-Stone Container Corporation

Execution Date(s) 11/01/2004

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Government Interest Assignment
☐ Executive Order 9424, Confirmatory License
☐ Other _____

2. Name and address of receiving party(ies)

Name: Deutsche Bank Trust Company Americas

Internal Address: _____

Street Address: 90 Hudson Street, 1st Floor

City: Jersey City

State: New Jersey

Country: USA Zip: 07302

Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application or patent number(s):

☐ This document is being filed together with a new application.

A. Patent Application No.(s)

B. Patent No.(s)

SEE ATTACHED SCHEDULE I.

Additional numbers attached? ☒ Yes ☐ No

5. Name and address to whom correspondence concerning document should be mailed:

Name: Penelope Agodoa

Internal Address: Federal Research Corporation

Street Address: 1030 15th Street, NW, Suite 92

City: Washington

State: DC Zip: 20005

Phone Number: 800-846-3190

Fax Number: _____

Email Address: pagodoa@federalresearch.com

6. Total number of applications and patents involved:

186

7. Total fee (37 CFR 1.21(h) & 3.41) \$ 7440

- ☐ Authorized to be charged by credit card
☐ Authorized to be charged to deposit account
☐ Enclosed
☐ None required (government interest not affecting title)

8. Payment Information

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____

Authorized User Name _____

9. Signature: Andrea Conis

Signature

11/10/2004

Date

Andrea Conis

Name of Person Signing

Total number of pages including cover sheet, attachments, and documents:

14

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
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11/30/2004 GTON11 00000074 RE34198

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PATENT
REEL: 016145 FRAME: 0201

Schedule I

I. Registered Patents

Smurfit-Stone Container Enterprises, Inc.

<u>Patent No.</u>	<u>Div.</u>	<u>Co.</u>	<u>Description</u>	<u>Issue Date</u>
RE34,198	Corr.	J	Corrugated Construction Pallet	3-23-93
4,648,549	Corr.	J	Self-Locking Container	3-10-87
4,497,027	Corr.	S	Method and Apparatus for Automatic Warp Prevention of Corrugated Board	1-29-85
4,521,910	Bag	S	Multiwall Cooler Bag	6-4-85
4,550,441	Bag	S	Vented Bag	10-29-85
4,576,663		SL		3-18-86
4,662,150	Mach.	S	Apparatus for Erecting and Loading a Paperboard Carton Manually	5-5-87
4,684,020	Corr.	S	Conductive Container	8-4-87
4,702,408	Corr.	M	Bulk Bin	10-27-87
4,706,809	Corr.	M	Packaging Container for an Electric Motor	11-17-87
4,738,750	Mill	S	System and Method for Treating Pulp and Paper Mill Waste Water	4-19-88
4,763,947	Corr.	S	Sunshield for Motor Vehicle	8-16-88
4,765,534	Corr.	S	Octagonal Carton for Pizza Pies or the Like	8-23-88
4,792,325	Corr.	J	Method and Apparatus for Manufacturing Cardboard Pallets	12-20-88
4,809,908	Corr.	J	Container w/Integral Interlocking Cover	3-7-89
4,867,074	Corr.		Corrugated Construction Pallet	9-19-89
4,899,927	Corr.	J	Collapsible Container	2-13-90
4,932,930	Corr.	M	Method and Machine for Forming Cases w/Polygonal Section Made from a Sheet Material and Cases Thus Obtained	6-12-90
4,934,588	Corr.	S	Slotted Partition Apparatus for Packaging	6-19-90

<u>Patent No.</u>	<u>Div.</u>	<u>Co.</u>	<u>Description</u>	<u>Issue Date</u>
4,945,007	Corr.	M	Blank of Material in Sheet Form and Partition Made Therefrom	7-31-90
4,948,033	Corr.	M	Moisture Resistant Container	8-14-90
4,976,355	Corr.	M	Waste Basket Simulated as a Basketball Hoop and Net	12-11-90
4,982,873	Bag	S	Two Stage Auger System for Filling Commercial Valve Bags	1-8-91
4,984,734	Corr.	S	Stackable Articulated Carton Tray Apparatus	1-15-91
4,989,735	Fold.	J	Dispensing Carton	2-5-91
5,022,582	Corr.	J	Corrugated Box Flap Locking Feature for Product and the Like	6-11-91
5,065,939	Corr.		SL	11-19-91
5,083,996	Corr.	J	Method for Manufacturing Pallet Assembly	1-28-92
5,098,014	Fold.	J	Collapsible Self-Locking Paperboard Carton	3-24-92
5,143,283	Corr.	M	Reinforced Container for Large Objects	9-1-92
5,147,271	Corr.	M	Machine for Producing Polygonal Cases	9-15-02
5,160,307	Corr.	M	Machine for Making a Tapering Carton	11-3-92
5,197,606	Corr.	M	Cushion Member for Use in a Shipping Container	3-30-93
5,211,618	Corr.	M	Self-Centering Laminated Process for Corrugated Containers and Blank Therefor	5-18-93
5,244,532	Bag	S	Ultrasonic Anvil Cartridge	9-14-93
5,244,682	Bag	S	Cooking Apparatus and Process for Cooking Food Therewithin	9-14-93
5,277,310	Corr.	J	Composite Appliance Package	1-11-94
5,285,957	Corr.	M	Repulpable, Reinforced Corrugated Containers	2-15-94
5,295,623	Corr.	M	Method and a Blank for Making a Box Around a Load, and a Box Obtained in this Way	3-22-94
5,301,872	Corr.	S	Collapsible Pallet Container Apparatus	4-12-94
5,305,951	Corr.	S	Erectable Container Apparatus	4-26-94

<u>Patent No.</u>	<u>Div.</u>	<u>Co.</u>	<u>Description</u>	<u>Issue Date</u>
5,314,252	Bag	S	Sealable Square Bottom Container Apparatus	5-24-94
5,326,576	Bag	S	Container Apparatus	7-5-94
5,348,148	Corr.	M	Container for a Hanger-Supported Garment	9-20-94
5,355,812	Corr.	J	Paperboard Pallet w/Decking Sheet Folded to Form Outer Stringers	10-18-94
5,358,173	Corr.	J	Container Closure Flap Arrangement	10-25-94
5,362,346	Corr.	M	Method of Making Reinforced Corrugated Board	11-8-94
5,365,857	Corr.	J	Pallet Stringer	11-22-94
5,368,225	Corr.	J	Container w/Truncated Corners	11-29-94
5,372,074	Corr.	J	Paperboard Pallet	12-13-94
5,375,715	Corr.	M	Polygonal Section Packaging of Sheet Material, In Particular for Bottles and a Blank	12-27-94
5,381,948	Corr.	M	Packaging of Polygonal Section made of a Sheet-Type Material and Blank for Producing Such a Packaging	1-17-95
5,386,786	Corr.	J	Predominately Paperboard Spacer Comprising Interlocked Beams	2-7-95
5,388,531	Corr.	S	Shipping Platform Apparatus	2-14-95
5,390,790	Corr.	J	Octagonal Container w/Smooth Bottom Surface	2-21-95
5,393,295	Corr.	S	Scoring Apparatus	2-28-95
5,395,043	Corr.	M	A Blank for Making a Box Around a Load	3-7-95
5,399,022	Bag	S	Venting Structure for a Multiple Ply Bag	3-21-95
5,400,837	Bag	S	Multi-Station Filling Apparatus and Process for Filling Bulk Containers	3-28-95
5,400,955	Corr.	M	Box Formed From a Sheet Material Blank	3-28-95
5,402,929	Corr.	J	Container Tray-Cover Corner Arrangement Closure	4-4-95
5,405,198	Bag	S	Protected Seal Bag Construction	4-11-95

<u>Patent No.</u>	<u>Div.</u>	<u>Co.</u>	<u>Description</u>	<u>Issue Date</u>
5,406,892	Corr.	J	Paperboard Pallet w/Half Stringers	4-18-95
5,423,270	Corr.	J	Pallet Stringer	6-13-95
5,427,034	Corr.	J	Pallet Having Notched Stringer and Notched Brace	6-27-95
5,458,068	Corr.	J	Pallet Having Notched Stringer and Notched Brace	10-17-95
5,474,383	Bag	S	Flexible Container Apparatus w/Substantially Rectangular-Bottomed Configuration Therefrom	12-12-95
5,507,430	Corr.	S	Shipping Container Apparatus Convertible for Use as a Display Apparatus for Goods	4-16-96
5,509,620	Corr.	S	Rotatable Reel Apparatus	4-23-96
5,516,034	Corr.	J	Produce Tray	5-14-96
5,516,210	Bag	S	Self-Closing Sealable Valve Bag	5-14-96
5,518,174	Fold.	J	Lined Carton w/Sift Resistant Dispensing Feature	5-21-96
5,539,035	Corr.	M	Recyclable Wax-Coated Containers	7-23-96
5,555,982	Corr.	S	Convertible Shipping Container Display Apparatus	9-17-96
5,573,175	Corr.	J	Octagonal Container w/Lock Bottom	11-12-96
5,590,606	Corr.	S	Shipping Platform Apparatus	1-7-97
5,598,685	Corr.	S	Apparatus and Process for Packaging Fragile Articles	2-4-97
5,601,232	Corr.	S	Bottom Closure Restraint Apparatus for Palletized Bulk Bin Container	2-11-97
5,620,542	Bag	S	Apparatus and Method for Sealing Valved Bags Transported by a Conveyor	4-15-97
5,630,545	Corr.	S	Apparatus for Packaging Articles	5-20-97
5,644,900	Bag	S	Multiwall Bag	7-8-97
5,660,324	Fold.	J	Dispensing Carton w/Integral Pour Spout	8-26-97
5,678,339	Corr.	S	Integrated Picture Frame and Stand Apparatus	10-21-97

<u>Patent No.</u>	<u>Div.</u>	<u>Co.</u>	<u>Description</u>	<u>Issue Date</u>
5,680,986	Fold.	J	Carton w/Pour Spout Formed by Liner	10-28-97
5,692,672	Corr.	J	Container End Closure Arrangement	12-2-97
5,692,714	Corr.	J	Automatic Self-Erecting Display Stand	12-2-97
5,695,051	Fold.	J	Composite Carrier Carton	12-2-97
5,697,548	Corr.	M	Tray-Style Carton Having Reinforced Side Walls	12-16-97
5,699,958	Corr.	J	Carton Flap Retention Arrangement	12-23-97
5,704,540	Corr.	M	Carton or Carton Cover of Rigid Sheet Material w/Handle	1-6-98
5,713,469	Corr.	M	Carton w/Integral Core	2-3-98
5,718,514	Bag	S	Multiwall Bag	2-17-98
5,720,430	Fold.	J	Dispensing Carton w/Integral Pour Spout	2-24-98
5,762,200	Corr.	E	Product Suspension Packaging	6-9-98
5,788,102	Fold.	J	Flip Top Carton w/Positive Side Lock	8-4-98
5,792,317	Corr.	J	Wet End Starch Application	8-11-98
5,799,797	Corr.	S	Corner Post Construction	9-1-98
5,799,864	Corr.	J	Container Closure Arrangement	9-1-98
5,806,982	Bag	S	Self-Closing Sealable Valve Bag	9-15-98
5,832,841	Corr.	S	Shipping Platform Apparatus	11-10-98
5,840,002	Bag	S	Substantially Rectangular-Bottomed Container and Method for Manufacturing Same	11-24-98
5,853,120	Corr.	S	Tray Apparatus w/Reinforced Corner Structure	12-29-98
5,894,933	Corr.	S	Stackable Merchandising Container	4-20-99
5,924,569	Corr.	S	Filament Tube Shipping Apparatus	7-30-99
5,934,474	Corr.	S	Collapsible Palletized Container System	8-10-99
5,941,377	Fold.	J	Beverage Carrier w/Separate Partitions	8-24-99

<u>Patent No.</u>	<u>Div.</u>	<u>Co.</u>	<u>Description</u>	<u>Issue Date</u>
5,944,183	Fold.	J	Carton w/Glued Liner Incorporating an Integral Cell	8-31-99
5,967,664	Bag.	S	Sift Proof Valve Bag	10-19-99
5,979,746	Corr.	S	Tray Apparatus w/Reinforced Corner Structure	11-9-99
5,984,120	Corr.	S	Point-of-Purchase Display System and Method for Formation Thereof	11-16-99
5,988,389	Corr.	M	Article Cradle	11-23-99
5,988,491	Corr.	J	Bulk Bin Package and Cap	11-23-99
5,996,804	Corr.	S	Container and Method for Packaging Contoured Articles	12-7-99
6,027,017	Corr.	S	Container Apparatus and Method for Converting a Shipping Container into One or More Display Trays	2-22-00
6,041,920	Fold.	J	Beverage Carrier with Separate Partitions	3-28-00
6,076,475	Corr.	S	Divisible Shipping Platform Apparatus	6-20-00
6,092,930	Bag	S	Self-Closing Sealable Valve Bag	7-25-00
6,109,512	Corr.	J	Angled Front Lock System for Handled Pizza Carton	8-29-00
6,120,184	Bag	S	Bag Apparatus w/Reclosable Pour Spout	9-19-00
6,139,938	Corr.	I	High Flute Density, Printable Corrugated Paperboard	10-31-00
6,155,479	Corr.	S	Self-Erecting Container	12-5-00
6,227,438	Corr.	J	Expandable Depth Tray	5-8-01
6,253,993	Corr.	S	Self-Erecting Container Apparatus	7-3-01
6,328,471 B1	Bag	S	Pinch Bottom Bag w/Easy Open Feature	12-11-01
6,328,472 B1	Bag	S	Bag Apparatus w/Reclosable Pour Spout	12-11-01
6,349,866 B1	Fold.	S	Paperboard Can w/an Integrated Paperboard Lid Having a Hinge on the Lid	2-26-02
6,358,191 B1	Corr.	M	System and Method for Flexible Control and Adjustment of a Box Forming Machine	3-19-02

<u>Patent No.</u>	<u>Div.</u>	<u>Co.</u>	<u>Description</u>	<u>Issue Date</u>
6,390,358	Fold.	S	Paperboard Can w/an Integrated Paperboard Lid Having a Hinge On the Lid	5-21-02
6,390,358B 1	Fold.	S	Paperboard Can w/an Integrated Paperboard Lid Having a Hinge On the Lid	5-21-02
6,394,742 B1	Corr.	M	Method for Stacking Boxes and Removal of Individual Boxes From the Stack	5-28-02
6,443,329 B1	Corr.	S	Corrugated Hanging Dispenser	9-3-02
6,471,122B 1	Fold.	S	Paperboard Can w/an Integrated Lid Having a Slide Closure	10-29-02
6,508,395 B2	Corr.	S	Stackable Shipping Container	1-21-03
6,530,516 B1	Corr.	S	Self-Deploying Carton Bottom	3-11-03
6,644,541	Fold.	S	Paperboard Container w/Tear-strip Opening ("ZIP-STRIP")	11-11-03
6,599,016	Bag	S	Pinch Bottom Bag w/Tear Strip	7-29-03
6,669,081 B2	Corr.	S	Shipping and Display Case	12-30-03
6,715,623 B2	Corr.	S	Collapsible Display Shelving	4-6-04
6,748,723 B2	Bag	S	Apparatus and Method for Filling and Sealing Valved Bags	6-15-04

Design
Patents

D313,557	J	Bulk Box	1-8-91
D315,098	M	Storage Box	3-5-91
D328,508	M	Waste Basket	8-4-92
D328,810	SL	No information	8-18-92
D356,216	S	Portable Spectator Seat	3-14-95
D371,072	J	Package for Compact Disk	6-25-96
D382,797	J	Package for Compact Disk	8-26-97
D384,885	M	Octagonal Shipping Container	10-14-97
D386,406	J	Package for Compact Disk	11-18-97
D417,842	S	Spouted Container	12-21-99
D424,433	J	Carton	5-9-00

<u>Patent No.</u>	<u>Div.</u>	<u>Co.</u>	<u>Description</u>	<u>Issue Date</u>
D485,754	S		Paperboard Container w/Flip-Top Lid	1-27-04
D487,870S	S		Container w/Top Opening	3-30-04

II. Patent Applications

Smurfit-Stone Container Enterprises, Inc.

Owner	Docket ID	Country	Application Date	ApplicationNo	Title
SCC	57690-010135/US	US	27-May-1999	09/320,862	Composite Reel Apparatus
SCC	57690-010038/US	US	13-Jul-2001	09/905,639	Paperboard Can With An Integrated Paperboard Lid Having A Hinge On The Lid
SCC	57690-010180/US	US	25-Feb-2002	10/082,642	Case Ready Stacked Tray Design
SCC	57690-010273/US	US	06-Sep-2002	10/236,618	Shipping Container Convertible To A Display Container
SCC	5769010289/US	US	17-Oct-2002	29/169,290	Box Convertible To A Display Container
SCC	57690-010238/US	US	18-Oct-2002	10/273,661	Box Surface Interlocking Feature
SCC	57690-010073/US	US	01-Nov-2002	10/286,159	Quad Corner Tray Wrapper Designs
SCC	5769010291/US	US	13-Nov-2002	10/293,878	Bag-In-Box Beverage Container
SCC	5769010300/US	US	20-Dec-2002	10/325,548	Positive Valve Closure For Plastic-Lined Bags And Method For Making Same
SCC	57690-010265/US	US	27-Dec-2002	10/330,919	Receptacle For Tray Display
SCC	5769010337/US	US	24-Jan-2003	10/350,694	Perforated Air-Tight Seal Membrane For A Canister Containing A Particulate-Type Product
SCC	57690-010319/US	US	28-Jan-2003	10/352,796	Point-Of-Purchase Display With Indicia Panel
SCC	57690-010353/US	US	05-Mar-2003	10/382,336	Strap Apparatus For Stacked Articles
SCC	5769010332/US	US	20-Mar-2003	10/393,140	Rsc Box Convertible Container
SCC	2020973/US	US	05-May-2003	10/429510	Wraparound-Style Shipping Containers Convertible To Dispensing Or Display Containers
SCC	5769010415/US	US	22-Aug-2003	10/646,912	Point-Of-Purchase Display With Rfid Inventory Control
SCC	57690-010486/US	US	14-Nov-2003	60/519,918	Carton With Corner Post Construction
SCC	57690-010242/US/2	US	23-Jan-2004	29/198010	Flip-Top Lid
SCC	57690-010247/US	US	02-Feb-2004	10/485,581	Shipping Container Convertible To A Dispensing Or All-Around Display Container
SCC	57690-010513/US	US	24-Feb-2004	10/785,147	Reinforced Bulk Bin And Methods For Making Same
SCC	57690-010528/US	US	26-Apr-2004	10/831,987	Integrated Carton Lid Designs
SCC	57690-010518/US	US	25-Jun-2004	10/877,405	Polygonal Collapsible Bulk Bin
SCC	57690-010542/US	US	23-Jul-2004	10/897907	Reclosable Paperboard Clamshell Package

Smurfit-Stone Container Corporation

<u>Patent No.</u>	<u>Div.</u>	<u>Co.</u>	<u>Description</u>	<u>Issue Date</u>
6,644,473	Fold.	SS	Carton for Holding and Displaying Balls	11-11-03
6,585,153 B2	Fold.	SS	Fresh Fold Package	7-1-03
6,270,052 B1	Corr.	SS	Form for Producing Concrete Columns w/Recessed Rings	8-7-01
6,227,440	Fold.	SS	Pre-Lined Carton w/Dispensing Spout	5-8-01
6,216,943B 1	Fold.	SS	Fresh Fold Package	4-17-01

Patent Applications

Owner	Docket ID	Country	Application Date	Application No	Title
SSCC	57690-010227/US	US	15-Feb-2002	10/077,085	Container For Housing A Premium
SSCC	57690-010179/US	US	19-Apr-2002	10/125,909	Heat Seal Blister Package Having Improved Moisture Vapor Transmission Barrier And Method For Forming Same
SSCC	57690-010178/US	US	06-Jun-2002	10/164,396	Multiple Ply Paperboard Material Having Improved Oil And Grease Resistance And Stain Masking Properties And Method For Forming Same
SSCC	5769010153/US	US	09-Oct-2003	10/682,139	Collapsible Microwave Popcorn Server
SSCC	57690-010538/US	US	28-Jun-2004	10/878,882	Paperboard Material Having Increased Strength And Method For Making Same
SSCC	57690-010539/US/1	US	14-Jul-2004	10/891,941	Container For Housing A Premium

PATENT SECURITY AGREEMENT (U.S.) (this "Agreement") dated as of November 1, 2004, among SMURFIT-STONE CONTAINER CORPORATION ("SSCC"), SMURFIT-STONE CONTAINER ENTERPRISES, INC. ("SSCE"), the other Subsidiaries of SMURFIT-STONE CONTAINER CORPORATION from time to time parties hereto and DEUTSCHE BANK TRUST COMPANY AMERICAS ("DBTCA"), as Collateral Agent.

Reference is made to (a) the Credit Agreement dated as of November 1, 2004 (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), among SSCC, SSCE, Smurfit-Stone Container Canada Inc. ("SSC Canada" and, together with SSCE, the "Borrowers"), the Lenders from time to time parties thereto, JPMorgan Chase Bank, DBTCA, and Deutsche Bank AG, and (b) the Guarantee and Collateral Agreement (U.S.) dated as of November 1, 2004 (as amended, restated, supplemented or otherwise modified from time to time, the "Collateral Agreement"), among SSCC, SSCE, the other Subsidiaries of SSCC from time to time parties thereto and DBTCA, as Collateral Agent. The Lenders and the Facing Agents have agreed to extend credit to the Borrowers subject to the terms and conditions set forth in the Credit Agreement. The obligations of the Lenders to extend such credit are conditioned upon, among other things, the execution and delivery of this Agreement. SSCC and the Subsidiary Parties are affiliates of the Borrowers, will derive substantial benefits from the extension of credit to the Borrowers pursuant to the Credit Agreement and are willing to execute and deliver this Agreement in order to induce the Lenders to extend such credit. Accordingly, the parties hereto agree as follows:

SECTION 1. Terms. Capitalized terms used in this Agreement, including the preamble and introductory paragraph hereto, and not otherwise defined herein have the meanings specified in the Collateral Agreement. The rules of construction specified in Section 1.01(b) of the Collateral Agreement also apply to this Agreement.

SECTION 2. Grant of Security Interest. As security for the payment or performance, as the case may be, in full of the Obligations, each Grantor, pursuant to the Collateral Agreement, did and hereby does collaterally assign and pledge to the Collateral Agent, its successors and assigns, for the benefit of the Secured Parties, and did and hereby does grant to the Collateral Agent, its successors and assigns, for the benefit of the Secured Parties, a security interest in, all of such Grantor's right, title or interest in or to any and all of the following assets and properties now owned or at any time hereafter acquired by such Grantor or in which such Grantor now has or at any time in the future may acquire any right, title or interest (collectively, the "Patent Collateral"):

(a) all letters patent of the United States, all registrations and recordings thereof, and all applications for letters patent of the United States, including registrations, recordings and pending applications in the United States Patent and Trademark Office, including those listed on Schedule I (the "Patents"), and all reissues, continuations, divisions, continuations-in-part, renewals or extensions

thereof, and the inventions disclosed or claimed therein, including the right to make, use and/or sell the inventions disclosed or claimed therein.

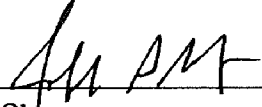
SECTION 3. Collateral Agreement. The security interest granted to the Collateral Agent herein is granted in furtherance, and not in limitation of, the security interests granted to the Collateral Agent pursuant to the Collateral Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the Patent Collateral are more fully set forth in the Collateral Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Collateral Agreement, the terms of the Collateral Agreement shall govern.

SECTION 4. Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of New York, including Sections 5-1401 and 5-1402 of the New York General Obligations Law but excluding all other choice of law and conflicts of laws rules thereof.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

SMURFIT-STONE CONTAINER
CORPORATION,

By


Name:

Title:

JEFFREY S. BEYERSDORFER
VICE PRESIDENT AND TREASURER

SMURFIT-STONE CONTAINER
ENTERPRISES, INC.,

by


Name:

Title:

JEFFREY S. BEYERSDORFER
VICE PRESIDENT AND TREASURER

JSC CAPITAL LLC,

By: SMURFIT-STONE CONTAINER
ENTERPRISES, INC.,

as Sole Member

by


Name: Jeffrey S. Beyersdorfer

Title: Vice President and Treasurer

DEUTSCHE BANK TRUST COMPANY
AMERICAS, as Collateral Agent,

by

Name:

Title:

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

SMURFIT-STONE CONTAINER
CORPORATION,

By

Name:

Title:

SMURFIT-STONE CONTAINER
ENTERPRISES, INC.,

by

Name:

Title:

JSC CAPITAL LLC,

By: SMURFIT-STONE CONTAINER
ENTERPRISES, INC.,

as Sole Member

by

Name: Jeffrey S. Beyerdorfer

Title: Vice President and Treasurer

DEUTSCHE BANK TRUST COMPANY
AMERICAS, as Collateral Agent,

by

Name:

Title:


Gregory Shefrin
Director