

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

In re:

SMURFIT-STONE CONTAINER
CORPORATION, *et al.*,¹

Debtors.

Chapter 11

Case No. 09-10235 (BLS)

Jointly Administered

Hearing Date: April 15, 2010 at 10:00 a.m. (ET)
Objection Deadline: March 29, 2010 at 4:00 p.m. (ET)

Ref Docket No. 4734

NOTICE OF FILING OF PLAN SUPPLEMENT

PLEASE TAKE NOTICE that pursuant to the terms of the Disclosure Statement for the Joint Plan of Reorganization for Smurfit-Stone Container Corporation and its Debtor Subsidiaries and Plan of Compromise and Arrangement for Smurfit-Stone Container Canada Inc. and Affiliated Canadian Debtors [Docket No. 4735] (the “Disclosure Statement”) and the Joint Plan of Reorganization for Smurfit-Stone Container Corporation and its Debtor Subsidiaries and Plan of Compromise and Arrangement for Smurfit-Stone Container Canada Inc. and Affiliated Canadian Debtors [Docket No. 4734] (the “Plan”), the Plan Supplement (as defined in the Plan), as amended, modified or supplemented from time to time, is to be filed with the Bankruptcy Court no later than March 19, 2010, which is ten (10) days prior to the date by which a creditor must deliver a ballot voting to accept or reject the Plan as set forth in the Order (I) Approving the Disclosure Statement, (II) Establishing Procedures for the Solicitation and Tabulation of Votes to Accept or Reject the Debtors’ Joint Plan of Reorganization, (III) Scheduling a Hearing to Consider Confirmation of the Debtors’ Joint Plan of Reorganization and Establishing Notice and Objection Procedures in Respect Thereof and (IV) Granting Related Relief [Docket No. 4534].

PLEASE TAKE FURTHER NOTICE that, in accordance with the Plan the Debtors file herewith the Plan Supplement which consists of the following exhibits: (1) Amended and Restated By-Laws of Reorganized SSCC; (2) Amended and Restated Certificate

¹ 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, LLC (8169), SLP Finance II, LLC (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 (9525), Francobec Company (7735), and 605681 N.B. Inc. (1898). The Debtors’ corporate headquarters are located at, and the mailing address for each Debtor is, 222 North LaSalle Street, Chicago, Illinois 60601.

of Incorporation of Reorganized SSCC; (3) Management Incentive Plans; (4) Directors and Officers and Creditor Representative of Reorganized SSCC;² (5) Directors and Officers of Reorganized Debtors other than Reorganized SSCC; (6) Asset Purchase Agreement (Canadian Asset Sale); (7) Canadian Newco Partnership Agreement; (8) Canadian Holdco Articles of Association; (9) Canadian Holdco Memorandum of Association; (10) List of Previously Assumed Unexpired Leases to be Assigned to Canadian Newco in Connection with the Canadian Asset Sale; (11) List of Executory Contracts and Unexpired Leases to be Assumed and Assigned to Canadian Newco in Connection with the Canadian Asset Sale; (12) Employee Benefit Plans; (13) Employment and Retirement Benefit Agreements; (14) Restructuring Transactions; and (15) Exit Facility Documentation.

PLEASE TAKE FURTHER NOTICE that you are advised and encouraged to read the documents and exhibits filed with the attached Plan Supplement in conjunction with the Plan and Disclosure Statement.

PLEASE TAKE FURTHER NOTICE that a true and correct copy of the Plan Supplement is attached hereto.

PLEASE TAKE FURTHER NOTICE that copies of the Plan Supplement as well as the Plan and Disclosure Statement may be obtained (i) from the Debtors' website at **<http://chapter11.epiqsystems.com/Smurfit>** or (ii) by written request to the Debtors' claims agent, Epiq Bankruptcy Solutions, LLC, at Smurfit-Stone Container Corporation, c/o Epiq Bankruptcy Solutions, LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017.

² The Debtors will make a technical modification to the Plan to reflect the addition of the Creditor Representative to Exhibit 4.

Dated: Wilmington, Delaware
March 19, 2010

Respectfully submitted,

SIDLEY AUSTIN LLP
James F. Conlan
Matthew A. Clemente
Dennis M. Twomey
Bojan Guzina
One South Dearborn Street
Chicago, Illinois 60603
Telephone: (312) 853-7000
Facsimile: (312) 853-7036

-and-

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Robert F. Poppiti, Jr.

Robert S. Brady (No. 2847)
Edmon L. Morton (No. 3856)
Matthew B. Lunn (No. 4119)
Robert F. Poppiti, Jr. (No. 5052)
The Brandywine Building
1000 West Street, 17th Floor
P.O. Box 391
Wilmington, Delaware 19899-0391
Telephone: (302) 571-6600
Facsimile: (302) 571-1253
ATTORNEYS FOR THE DEBTORS AND
DEBTORS-IN-POSSESSION

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

In re:

SMURFIT-STONE CONTAINER
CORPORATION, et al.,¹

Debtors.

Chapter 11

Case No. 09-10235 (BLS)

Jointly Administered

PLAN SUPPLEMENT

Plan Supplement of the Debtors filed in connection with the Joint Plan of Reorganization for Smurfit-Stone Container Corporation and its Debtor Subsidiaries and Plan of Compromise and Arrangement for Smurfit-Stone Container Canada Inc. and Affiliated Canadian Debtors [Docket No. 4734] (the “Plan”).²

¹ 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, LLC (8169), SLP Finance II, LLC (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 (9525), Francobec Company (7735), and 605681 N.B. Inc. (1898). The Debtors’ corporate headquarters are located at, and the mailing address for each Debtor is, 222 North LaSalle Street, Chicago, Illinois 60601.

² Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to such terms in the Plan.

INDEX OF EXHIBITS TO THE PLAN SUPPLEMENT

- Exhibit 1: Amended and Restated By-Laws of Reorganized SSCC
- Exhibit 2: Amended and Restated Certificate of Incorporation of Reorganized SSCC
- Exhibit 3: Management Incentive Plans
- Exhibit 4: Directors and Officers and Creditor Representative of Reorganized SSCC
- Exhibit 5: Directors and Officers of Reorganized Debtors other than Reorganized SSCC
- Exhibit 6: Asset Purchase Agreement (Canadian Asset Sale)
- Exhibit 7: Canadian Newco Partnership Agreement
- Exhibit 8: Canadian Holdco Articles of Association
- Exhibit 9: Canadian Holdco Memorandum of Association
- Exhibit 10: List of Previously Assumed Unexpired Leases to be Assigned to Canadian Newco in Connection with the Canadian Asset Sale
- Exhibit 11: List of Executory Contracts and Unexpired Leases to be Assumed and Assigned to Canadian Newco in Connection with the Canadian Asset Sale
- Exhibit 12: Employee Benefit Plans
- Exhibit 13: Employment and Retirement Benefit Agreements
- Exhibit 14: Restructuring Transactions
- Exhibit 15: Exit Facility Documentation