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Schedule 3.12

Intellectual Property

Registered Patents

See attached.

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Patent Applications

See attached.

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Registered Trademarks

See attached.

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Trademark Applications

See attached.

Registered CopyrightsSmurfit-Stone Container Enterprises, Inc.

Copyright Reg. No.	Title	Claimant	Published
TXu-397-586*	Problem Tracking System Requirements Analysis and General System's Design Report	Stone Container Corporation & The Akemann Group, Ltd.	1989
TXu-423-675*	Measurex process control program to IBM AS/400	Stone Container Corporation	1990
TX-3-699-367*	Bar Code Printing on Corrugated: An Update	Stone Container Corporation	1993
PA-826-170	Working Smarter Workshop	Stone Container Corporation	1996
TX-4-416-199	Working Smarter: Putting Counselor Selling and the Money Saver Process to Work for You	Stone Container Corporation	1996
TX-4-417-110	The Guide to Working Smarter	Stone Container Corporation	1996

Schedule 4.1

Closing Documents

1. Credit Agreement
2. Security and Pledge Agreement
3. Canadian Security Agreement
4. Deed of Hypothec and Issue of Bonds made by each of Canadian Borrower, Smurfit-MBI, MBI Limited, 3083527 Nova Scotia Company, Francobec Company, 639647 British Columbia Ltd. and SLP Finance I, Inc. and SLP Finance II, Inc., as partners of SLP Finance General Partnership, in favour of JPMorgan Chase Bank, N.A., Toronto Branch, as fondé de pouvoir
5. 25% Demand Bond issued by the Canadian Borrower in favour of the Canadian Collateral Agent
6. Pledge of Bond Agreement made by Canadian Borrower in favour of the Canadian Collateral Agent
7. Delivery order in respect of the 25% Demand Bond by Canadian Borrower in favour of JPMorgan Chase Bank, N.A., Toronto Branch, as fondé de pouvoir
8. Payoff and Termination Letter with respect to UFN, Series 2004-2
9. Redemption Funding Agreement with respect to Series 2004-1 Notes
10. Lien Releases with respect to Series 2004-1 Notes
11. Documentation evidencing merger of Receivables Securitization Entities into U.S. Loan Parties
12. Termination and Reassignment Agreement with respect to Canadian Receivables Securitization
13. DIP Motion Interim Order
14. Initial Order entered by Ontario Superior Court of Justice
15. Recognition Order entered by Ontario Superior Court of Justice
16. Amended and Restated Initial Order entered by Ontario Superior Court of Justice
17. Cross Border Protocol
18. Participation Fee Letter
19. Notice of Borrowing with respect to the U.S. Term Loan
20. Notice of Borrowing with respect to Canadian Term Loan
21. Notice of Borrowing with respect to Revolving Loans
22. Borrowing Base Certificate
23. Cash Flow Forecast
24. Lien Searches
25. Securitization Reports
26. Insurance Certificates

Indebtedness

1. Pre-Petition Credit Agreement – The U.S. Borrower and Canadian Borrower are Borrowers under the Pre-Petition Credit Agreement (as defined in the Credit Agreement). The Parent has guaranteed the obligations of the Borrowers thereunder. Certain material Canadian subsidiaries of the Parent have guaranteed the obligations of the Canadian Borrower thereunder. As of the Closing Date, the approximate outstanding principal balance under the Prepetition Credit Agreement are: U.S. Revolving Loans – \$468,000,000
 U.S. Letters of Credit – \$130,891,530
 Canadian Revolving Loans – \$171,000,000
 Canadian Letters of Credit – \$26,485,284
 Tranche B Term Loan – \$136,776,990.61
 Tranche C Term Loan – \$257,802,494.75
 Tranche C-1 Term Loan – \$77,944,973.02
 Deposit Funded Letters of Credit – \$121,930,726.03

2. Calpine Corrugated, LLC – Calpine Corrugated, LLC has incurred the Calpine Debt (as defined in the Credit Agreement). The Parent has provided an unsecured guaranty of the Calpine Debt. As of December 31, 2008, the approximate outstanding balance of the Calpine Debt was \$45,971,665.

3. Receivables Securitization Programs – Certain Subsidiaries of the Parent are parties to the U.S. Receivables Securitization Program and Canadian Receivables Securitization Program (as such terms are defined in the Credit Agreement). As of the Closing Date, the approximate outstanding balance of the U.S. Securitization Program is \$350,000,000 and the approximate outstanding balance of the Canadian Securitization Program is C\$38,000,000.

4. Senior Notes – The Parent has issued the following unsecured senior notes:

	<u>Outstanding Balance</u>
8.375% Unsecured Senior Notes, due July 1, 2012	\$400,000,000
8.25% Unsecured Senior Notes, due October 1, 2012	\$700,000,000
7.50% Unsecured Senior Notes, due June 1, 2013	\$300,000,000
8.00% Unsecured Senior Notes, due March 15, 2017	\$675,000,000

Stone Container Finance Company of Canada II has issued 7.375% Unsecured Senior Notes, due July 15, 2014. As of the Closing Date, the outstanding principal balance of such notes is \$200,000,000. The Parent has provided an unsecured guaranty of such notes.

5. Utility Systems and Environmental Improvement Bonds; Industrial Revenue Bonds - The Parent and its Subsidiaries have issued utility systems and environmental control bonds and industrial revenue bonds as set forth below:

	Rate	Year of Maturity	December 31, 2008 Balance
Hodge Bonds	7.450%	2024	\$58,085,000
Hopewell Environmental Improvement	5.250%	2015	\$41,340,000
Coshocton Environmental Improvement	5.125%	2013	\$30,000,000
Navajo IRB	7.400%	2026	\$20,000,000
Navajo IRB	7.200%	2027	\$14,650,000
Stevenson IRB's	3.400%	Various	\$120,115,000

6. Capitalized Lease Obligations and purchase-money Indebtedness - The Parent and its Subsidiaries have incurred Capitalized Lease Obligations and purchase-money Indebtedness having aggregate outstanding amount of approximately \$4,700,995 as December 31, 2008.

7. Timber Note Monetization - The Company sold approximately 980,000 acres of owned and leased timberland in Florida, Georgia and Alabama in October 1999. The final purchase price, after adjustments, was \$710 million. The Company received \$225 million in cash, with the balance of \$485 million in the form of installment notes. The Company entered into a program to monetize the installment notes receivable. The notes were sold without recourse to Timber Note Holdings LLC ("TNH"), a qualified special-purpose entity under the provisions of SFAS No. 140, for \$430 million cash proceeds and a residual interest in the notes. As of the Closing Date, the outstanding balance of the Indebtedness of TNH under this facility is \$296,747,169.

8. Wood Chipping Processing Contracts - The U.S. Borrower has certain wood chip processing contracts extending from 2012 through 2018 with minimum purchase commitments. As part of the agreements, the U.S. Borrower guarantees the third party contractors' debt outstanding and has a security interest in the chipping equipment. At September 30, 2008, the maximum potential amount of future payments related to these guarantees was approximately \$29 million, which decreases ratably over the life of the contracts. In the event the guarantees on these contracts are called, proceeds from the liquidation of the chipping equipment would be based on current market conditions and the U.S. Borrower may not recover in full the guarantee payments made.

9. Hang-Yick Paper Products Co. Ltd. Letter of Credit - The U.S. Borrower is contingently liable for \$18 million under a one year letter of credit which expires in April 2009 to support borrowings of Hang-Yick Paper Products Co. Ltd., one of the U.S. Borrower's non-consolidated affiliates. Such letter of credit is collateralized by a pledge of affiliate stock owned by the other shareholder in the event the letter of credit is drawn upon and the other shareholder is unable to reimburse the U.S. Borrower for its 50% share of the letter of credit obligation.

10. Insurance Premium Financings. Indebtedness in respect of financings of insurance premiums having an outstanding balance of principal and interest as of December 31, 2008 of \$3,397,419.30.

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11. SBA Loan. The U.S. Borrower is obligated on an SBA Loan having an outstanding principal balance of \$420,583 as of December 31, 2008.

Schedule 6.11

Other Investments1. Investments in Joint Ventures

Joint Venture	Ownership Interest
Schiffenhaus Canada, Inc.	33.33% owned by Smurfit-MBI
Serpac Containers Limited	49.5% owned by Smurfit-MBI
Schiffenhaus California LLC	25% owned by SMBI Inc.
Aspamill Inc.	45% owned by Smurfit-Stone Container Canada Inc.
Groupement Forestier de Champlain Inc.	10% owned by Smurfit-Stone Container Canada Inc.
Rosenbloom Group, Inc.	45% owned by Smurfit-Stone Container Canada Inc.
Associated Paper Mills (Ontario) Limited	45% owned by Smurfit-Stone Container Canada Inc.
Cascapedia Booming Co. Ltd.	50% owned by Smurfit-Stone Container Canada Inc.
Las Vegas Container LLC	50% owned by Smurfit-Stone Container Enterprises, Inc.
Stone Container (Hong Kong) Limited	50% owned by Smurfit-Stone Container Enterprises, Inc.
Stone Container Japan Company Ltd.	50% owned by Smurfit-Stone Container Enterprises, Inc.
Valores Universales S.A. de C.V.	49% owned by Smurfit-Stone Container Enterprises, Inc.
Wakecon Associates	50% owned by Smurfit-Stone Container Enterprises, Inc.
Groveton Paper Board, Inc.	48.6% owned by Smurfit-Stone Container Enterprises, Inc.

Smurfit/CIMIC Holdings Limited	42.5% owned by Smurfit-Stone Container Enterprises, Inc.
WCO Enterprises	50% owned by Smurfit-Stone Container Enterprises, Inc.
Niagara Sheets LLC	24.5% owned by Smurfit-Stone Container Enterprises, Inc.
NewCorr Packaging Limited Partnership	16.4% owned by Smurfit-Stone Container Enterprises, Inc.
NewCorr Realty LLC	16.67% owned by Smurfit-Stone Container Enterprises, Inc.
i2i Europe Limited	33% owned by Smurfit-Stone Container Enterprises, Inc.
Hang-Yick Paper Products Co. Ltd.	50% owned by Smurfit-Stone HY Holdings, Ltd.
Interstate Smurfit-Stone (Thailand) Co, Ltd.	50% owned by Stone Truepenney International, Inc.

As specified in Schedule 6.3, the U.S. Borrower is contingently liable for \$18 million under a one year letter of credit which expires in April 2009 to support borrowings of Hang-Yick Paper Products Co. Ltd. ("Hang-Yick"). In the event such letter of credit is drawn, an additional investment in Hang-Yick will arise in the amount of such draw. In addition, such letter of credit is collateralized by a pledge of the remaining capital stock of Hang-Yick. In the event such letter of credit is drawn upon and the other shareholder is unable to reimburse the U.S. Borrower for its 50% share of the letter of credit obligation, the U.S. Borrower may foreclose on such stock; upon such foreclosure, the U.S. Borrower would hold 100% of the outstanding capital stock of Hang-Yick. Hang-Yick maintains two wholly-owned Subsidiaries organized under the laws of China, Billion Treasure Output Limited and Modern China Limited. In the event Hang-Yick becomes a wholly-owned Subsidiary of the U.S. Borrower, such entities would also become wholly-owned Subsidiaries of the Borrower.

The U.S. Borrower holds a loan outstanding to Niagara Sheets LLC having an outstanding principal balance of \$730,100 as of December 31, 2008.

2. Intercompany Loans and Advances

<u>Borrowing Entity</u>	<u>Lending Entity</u>	<u>Balance as of December 31, 2008</u>
Calpine Corrugated, LLC	Smurfit-Stone Container Enterprises, Inc.	\$49,829,450
Stone Container de Mexico S. de R.L. de C.V.	Smurfit-Stone Container Enterprises, Inc.	\$29,329,469
Stone Receivables LLC	Smurfit-Stone Container Enterprises, Inc.	\$9,228,117 \$409,705 (Servicing Fee)
Smurfit-Stone Container Canada Inc.	Stone Container Finance Company of Canada II	\$207,031,994
Smurfit-Stone Container Canada Inc.	SLP Finance General Partnership	\$1,793,288 \$338,439,677 (St. Laurent Acq.)
Smurfit-Stone Container Canada Inc.	Smurfit-MBI	\$93,630,281
Smurfit-Stone Container Enterprises, Inc.	Smurfit-Stone Container Canada Inc.	\$50,000,000
3083527 Nova Scotia Company	Smurfit-Stone Container Canada Inc.	\$220,127,119

