

JUL 07 '08

8-00 AM

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**SURFACE TRANSPORTATION BOARD**

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
JURBAN A. LESTER

July 7, 2008

Anne K. Quinlan, Esq.  
Acting Secretary  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Sublease and Assignment of Sublease, dated as of July 1, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 25133.

The names and addresses of the parties to the enclosed document are:

Assignor:	Meadwestvaco Corporation 5 High Ridge Park Stamford, CT 06905
Lessor:	RBS Asset Finance, Inc 71 South Wacker Drive, 28th Floor Chicago, Illinois 60606
Sublessee:	Kapstone Charleston Kraft LLC 1101 Skokie Blvd, Suite 300 Northbrook, IL 60062

Anne K. Quinlan, Esq.  
July 7, 2008  
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A description of the railroad equipment covered by the enclosed document is:

176 hopper railcars: WVCX 3000 - WVCX 3179 (excluding WVCX 3052, 3068, 3084 and 3146).

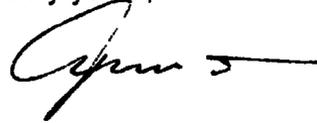
A short summary of the document to appear in the index is:

Memorandum of Sublease and Assignment of Sublease.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a horizontal line extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

JUL 07 '08

8-00 AM

## SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF SUBLEASE AND ASSIGNMENT OF SUBLEASE**

This MEMORANDUM OF SUBLEASE AND ASSIGNMENT OF SUBLEASE, dated as of July 1, 2008, is made by MEADWESTVACO CORPORATION, a corporation organized under the laws of the State of Delaware ("Assignor"), RBS ASSET FINANCE, INC., a corporation organized under the laws of the State of Delaware ("Lessor"), and KAPSTONE CHARLESTON KRAFT LLC, a limited liability company organized under the laws of the State of Delaware ("Sublessee).

WHEREAS, Assignor, as lessor, and Sublessee have entered into that certain Sublease Agreement, dated as of July 1, 2008 (the "Sublease"), under which Assignor has leased to Sublessee certain railroad equipment (the "Equipment") bearing reporting marks and road numbers as listed on Exhibit A hereto; and

WHEREAS, pursuant to that certain Consent to Sublease and Assignment dated as of the date hereof (the "Assignment") between Assignor, Lessor and Sublessee, Assignor has assigned to Lessor for security all of its right, title and interest in and to the Sublease; and

WHEREAS, the parties desire to provide notice of (i) the Sublease, pursuant to the Sublease, by the Assignor to the Sublessee and (ii) the assignment of the Sublease, pursuant to the Assignment, by Assignor to Lessor; and

WHEREAS, this Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such Memorandum.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the parties hereto, by this instrument (i) Assignor hereby subleases the Equipment and confirms the Sublease to the Sublessee in accordance with the terms and conditions of the Sublease and the Assignment and Sublessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein, and (ii) Assignor hereby assigns and confirms the assignment of the Sublease to Lessor in accordance with the terms and conditions of the Assignment, and Lessor confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum of Sublease and Assignment of Sublease to be executed in its respective corporate name by an officer duly authorized, and hereby declares pursuant to 28 U.S.C. § 1746 under penalty of perjury that this Memorandum is a true and correct and was executed as of the date herein first set forth above.

MEADWESTVACO CORPORATION, Assignor

By:   
Name: Robert Birkenhals  
Title: Treasurer.

RBS ASSET FINANCE, INC., as Lessor

By: \_\_\_\_\_  
Name:  
Title:

KAPSTONE CHARLESTON KRAFT LLC, as Sublessee

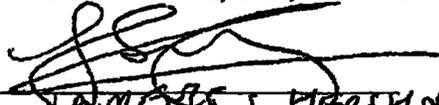
By: \_\_\_\_\_  
Name:  
Title:

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum of Sublease and Assignment of Sublease to be executed in its respective corporate name by an officer duly authorized, and hereby declares pursuant to 28 U.S.C. § 1746 under penalty of perjury that this Memorandum is a true and correct and was executed as of the date herein first set forth above.

MEADWESTVACO CORPORATION, Assignor

By: \_\_\_\_\_  
Name:  
Title:

RBS ASSET FINANCE, INC., as Lessor

By:   
Name: ~~CHARLES J. HENNING~~  
Title: SENIOR VICE PRESIDENT

KAPSTONE CHARLESTON KRAFT LLC, as Sublessee

By: \_\_\_\_\_  
Name:  
Title:

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum of Sublease and Assignment of Sublease to be executed in its respective corporate name by an officer duly authorized, and hereby declares pursuant to 28 U.S.C. § 1746 under penalty of perjury that this Memorandum is a true and correct and was executed as of the date herein first set forth above.

MEADWESTVACO CORPORATION, Assignor

By: \_\_\_\_\_  
Name:  
Title:

RBS ASSET FINANCE, INC., as Lessor

By: \_\_\_\_\_  
Name:  
Title:

KAPSTONE CHARLESTON KRAFT LLC, as Sublessee

By: \_\_\_\_\_  
Name: ROGER W. STONE  
Title: CHAIRMAN AND CEO

STATE OF Rhode Island )  
 ) ss:  
COUNTY OF Providence )

On this, the 2<sup>nd</sup> day of July, 2008, before me, a Notary Public in and for said County and State, personally appeared Lawrence S. Henshoff, the Senior Vice President of RBS ASSET FINANCE, INC., who acknowledged himself/herself to be a duly authorized officer of RBS ASSET FINANCE, INC., and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: *Debra Kusche*  
Notary Public

My Commission Expires: 1/12/2010

STATE OF CONNECTICUT )  
COUNTY OF STAMFORD ) ss:

On this, the 1 day of July, 2008, before me, a Notary Public in and for said County and State, personally appeared ROBERT E. BIRKENWOLZ the TREASURER of MEADWESTVACO CORPORATION, who acknowledged himself/herself to be a duly authorized officer of MEADWESTVACO CORPORATION, and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: Adele Laseo  
Notary Public

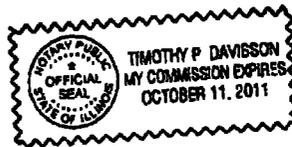
My Commission Expires: \_\_\_\_\_ Adele Laseo  
Notary Public  
Connecticut  
My Commission Expires December 31, 2010

STATE OF ILLINOIS )  
 ) ss:  
COUNTY OF COOK )

On this, the 1st day of July, 2008, before me, a Notary Public in and for said County and State, personally appeared Roger W. Stone, the CEO of KAPSTONE CHARLESTON KRAFT LLC, who acknowledged himself/herself to be a duly authorized officer of KAPSTONE CHARLESTON KRAFT LLC, and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:   
Notary Public



My Commission Expires: 10/11/2011

**EXHIBIT A**

**DESCRIPTION OF UNITS**

**One hundred seventy-six (176), 1971 & 1980 built woodchip hopper railcars bearing reporting marks:**

**WVCX 3000 – WVCX 3051, inclusive  
WVCX 3053 – WVCX 3067, inclusive  
WVCX 3069 – WVCX 3083, inclusive  
WVCX 3085 – WVCX 3145, inclusive  
WVCX 3147 – WVCX 3179, inclusive**

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 7/7/08



\_\_\_\_\_  
Robert W. Alvord