

OSTER**Researching Services**

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November 5, 2008

RECORDATION NO. 24747-0 FILED

NOV 05 '08 -2 2 0 PM

SURFACE TRANSPORTATION BOARD

Anne Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423

Dear Ms. Quinlan:

Enclosed for recording with the Surface Transportation Board is an Amendment of Memorandum of Railroad Equipment Lease Agreement dated 7/11/08 including the following parties:

Lessor: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue So.
Minneapolis, MN 55402

New Lessee: Kapstone Charleston Kraft LLC
1101 Skokie Blvd., Suite 300
Northbrook, IL 60062

Former Lessee: MeadWestvaco Corporation
5 High Ridge Park
Stamford, Ct. 06905

Please record this agreement as a secondary document to STB Recordation #24747. The filing fee of \$41 is enclosed. Thank you.

Summary: Amendment of Memorandum of Railroad Equipment Lease Agreement dated 7/11/08 between Wells Fargo Equipment Finance, Inc. as Lessor, Kapstone Charleston Kraft LLC as New Lessee and MeadWestvaco Corporation as Former Lessee, a secondary document.

Sincerely,



Mary Ann Oster
Research Consultant

Enclosure

FROM :

FAX NO. :

Nov. 06 2008 01:52AM P3

NOV-05-2008 WED 10:43 AM WELLS FARGO EQF

FAX NO. 6123161862

RECORDATION NO. 24747 P. 01 FILED

NOV 05 '08 -2 2 8 PM

SURFACE TRANSPORTATION BOARD

**AMENDMENT TO RECORDATION NUMBER 24747 FILED DECEMBER 23, 2003
OF MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

This AMENDMENT OF MEMORANDUM OF RAILROAD EQUIPMENT LEASE AGREEMENT ("Memorandum") is made this 11th day of July 2008, by and between Kapstone Charleston Kraft LLC, a Delaware limited liability company ("Lessee") and Wells Fargo Equipment Finance, Inc. ("Lessor").

- A. Lessee and Lessor hereby agree to amend the name of the Lessee under Recordation Number 24747 filed December 23, 2003 from MeadWestvaco Corporation to Kapstone Charleston Kraft LLC, pursuant to An Assignment and Assumption Agreement dated July 10, 2008 between the parties.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

Kapstone Charleston Kraft LLC

Wells Fargo Equipment Finance, Inc.

By: [Signature]
Title: CFO

By: [Signature]
Title: Contract Admin Mgr.

NOV-05-2008 WED 10:43 AM WELLS FARGO EGF

FAX NO. 6123161862

P. 02

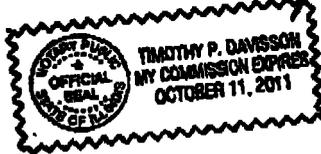
STATE OF ILLINOIS
COUNTY OF COOK

On this 5th day of September, 2008, before me, a Notary Public of the City and State aforesaid, personally appeared Andrea K. Tackox, to me personally known, who being by me duly sworn, says that he/she is the CFO of Kapstone Charleston Kraft LLC, a Delaware limited liability company, the foregoing instrument was signed on behalf of said company by authority of its Board, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

AS WITNESS my hand and notarial seal.

[Signature]
Notary Public

My commission expires:



STATE OF MN
COUNTY OF DAKOTA

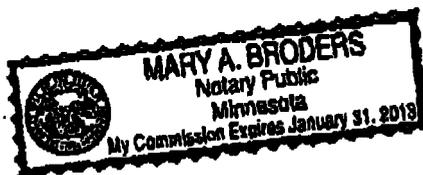
On this 5th day of November, 2008, before me a Notary Public of the City and State aforesaid, personally appeared JAN LETSCHNER, to me personally known, who being by me duly sworn, says that he/she is a Contract Admin Mgr. of Wells Fargo Equipment Finance, Inc., that foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

[Signature]
Notary Public

(Seal)

My commission expires:



MEMORANDUM OF SECURITY INTEREST

This Memorandum of Security Interest is made and entered into on October 20th, 2008 by and between JPMorgan Chase Bank, N.A., as secured party ("Secured Party"), and Marchand Machinery Maintenance Co.-K, L.L.C. as borrower ("Borrower").

WITNESSETH.

The undersigned have entered into that certain Security Agreement or Commercial Security Agreement, Commercial Pledge Agreement or other security agreement pledging an interest in certain railroad equipment by Borrower to Secured Party dated as of October 8, 2008 (the "Security Agreement") by which the Borrower has granted a security interest in certain railroad equipment bearing road numbers listed on the Attachment hereto to the Secured Party in order to secure the Borrower's performance of its obligations as described in the Security Agreement and any Schedule(s) annexed thereto.

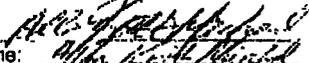
This document may be signed in any number of counterparts, each of which shall be an original and all of which shall be a part of this Memorandum of Security Interest

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Security Interest to be duly executed by their respective officers duly authorized as of the date and year first above written.

JPMorgan Chase Bank, N.A.

By: 
Name: J. P. Deussen
Title: Vice President

Marchand Machinery Maintenance Co.-K, L.L.C.

By: 
Name: Alex R. H. Hirsch
Title: President

STATE OF LOUISIANA)

County of East Baton Rouge) ss

The execution of the foregoing Memorandum of Security Interest was acknowledged before me this 20th day of October 2008 by Jerry Demola (name of officer), the Vice President (title of officer) of JPMorgan Chase Bank, N.A., a national banking association, on behalf of and as the authorized act and deed of JPMorgan Chase Bank, N.A..

Jerry L. Demola
Notary Public for Louisiana La Bar Roll # 21433
My Commission expires at death

STATE OF Louisiana)

County of East Baton Rouge) ss

The execution of the foregoing Memorandum of Security Interest was acknowledged before me this 20th day of October 2008 by Allen Keith Marchand (name of officer), the President (title of officer) of Marchand Machinery Maintenance Co.-K, L.L.C., a limited liability company organized under the laws of the State of Louisiana, on behalf of and as the authorized act and deed of Marchand Machinery Maintenance Co.-K, L.L.C.

Allen Keith Marchand
Notary Public for Louisiana La Bar Roll # 71433
My Commission expires at death

ATTACHMENT

**TO MEMORANDUM OF SECURITY INTEREST BETWEEN JPMORGAN CHASE BANK,
N.A., AND MARCHAND MACHINERY MAINTENANCE CO.-K, L.L.C.**

One SW-1200 locomotive numbered NREX3548 to be renumbered KMMX 130.