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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1842)
ELLSWORTH C. ALVORD (1864)

OF COUNSEL
URBAN A. LESTER

January 2, 2009

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 Termination of Memorandum of Sublease and Assignment of Sublease, dated as of January 2, 2009, 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, Connecticut 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, Illinois 60062

Anne K. Quinlan, Esq
January 2, 2009
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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)

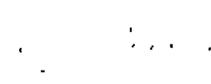
A short summary of the document to appear in the index is

Termination of Memorandum of Sublease and Assignment of Sublease.

Also enclosed is a check in the amount of \$41.00 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,


Edward M. Luria

EML/bhs
Enclosures

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2-20 PM

SURFACE TRANSPORTATION BOARD

**TERMINATION OF MEMORANDUM OF SUBLEASE AND ASSIGNMENT OF
SUBLEASE**

This TERMINATION OF MEMORANDUM OF SUBLEASE AND ASSIGNMENT OF SUBLEASE, dated as of January 2, 2009, 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, (i) Assignor, as sublessor, and Sublessee, as sublessee entered into that certain Sublease Agreement, dated as of June 30, 2008 (the "Sublease"), under which Assignor leased to Sublessee certain railroad equipment (the "Equipment") bearing reporting marks and road numbers as listed on Exhibit A hereto and (ii) Assignor, Lessor and Sublessee entered into that certain Consent to Sublease and Assignment dated as of June 30, 2008 (the "Consent"), under which Assignor assigned to Lessor for security all of its right, title and interest in and to the Sublease.

WHEREAS, the Sublease and the Consent are evidenced by that Memorandum of Sublease and Assignment of Sublease (the "Memorandum of Sublease"), which Memorandum of Sublease was recorded with the Surface Transportation Board (the "STB") on July 7, 2008 under Recordation Number 25133-C; and

WHEREAS, Assignor has conveyed, assigned, transferred, delegated and set over to Sublessee all of the rights, interests, liabilities, duties and obligations of Assignor in, to and under that certain Railroad Equipment Lease dated as of July 27, 2004 (the "Lease") (including all exhibits and other attachments thereto, the "Lease", together with any other documents, instruments or agreements entered into in connection therewith, all as amended and supplemented, collectively, the "Lease Documents"), under which Lessor has leased to Assignor the Equipment, pursuant to that Assignment, Assumption and Amendment of Railroad Equipment Lease dated December 23, 2008 among Lessor, Assignee, as original lessee, Sublessee, as lessee, and KapStone Paper and Packaging Corporation, as guarantor; and

WHEREAS, Assignee and Sublessee have therefore agreed to terminate the Sublease; and

WHEREAS, Lessor agrees that, upon the termination of the Sublease, Assignor's assignment to Lessor for security of all of Assignor's right, title and interest in and to the Sublease pursuant to the terms and conditions of the Consent shall terminate and be of no further force and effect.

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 and Lessee hereby acknowledge and confirm for the public record the termination of the Sublease and all rights and obligations arising under the Sublease with respect to the Equipment, and (ii) Lessor hereby acknowledges, agrees, and confirms for the public record that, upon the termination of the Sublease, Assignor's assignment to Lessor for of security all of Assignor's right, title and

interest in and to the Sublease pursuant to the terms and conditions of the Consent shall terminate and be of no further force and effect.

[SIGNATURE PAGES TO FOLLOW]

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Termination of 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 Birtanholz
Title: Treasurer

RBS ASSET FINANCE, INC., as Lessor

By: _____
Name:
Title:

KAPSTONE CHARLESTON KRAFT LLC, as Sublessee

By: _____
Name:
Title:

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this, the 23rd day of December, 2008, before me, a Notary Public in and for said County and State, personally appeared Robert E. Bickenholz, 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:

John J. Carliara
Notary Public

My Commission Expires:

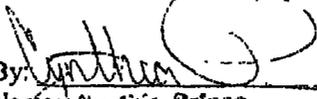
JOHN J. CARLIARA
Notary Public, State of New York
No. 31 4807200
Qualified in New York County
Commission Expires Dec. 31, 2012.

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Termination of 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.

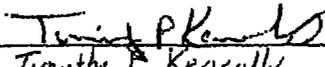
MEADWESTVACO CORPORATION, Assignor

By: _____
Name:
Title:

RBS ASSET FINANCE, INC., as Lessor

By: 
Name: Jonathan Pines
Title: ~~Business Development~~
Business Development Manager

KAPSTONE CHARLESTON KRAFT LLC, as Sublessee

By: 
Name: Timothy P. Kencally
Title: President

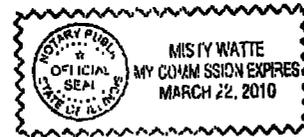
STATE OF IL)
) ss:
COUNTY OF Cook)

On this, the 23rd day of December, 2008, before me, a Notary Public in and for said County and State, personally appeared Cynthia Prince, the VP 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: Misty Watte
Notary Public

My Commission Expires: 3/22/2010



STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

On this, the 22nd day of December, 2008, before me, a Notary Public in and for said County and State, personally appeared Timothy P. Keneally, the President 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.

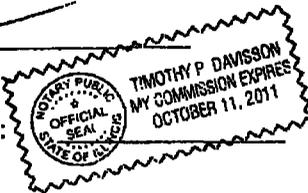
Name: 
Notary Public
My Commission Expires: 

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