

RECORDATION NO. 25133 - F
FILED

SEP 01 '09 -1 30 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C ALVORD (1942)
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OF COUNSEL
URBAN A LESTER

September 1, 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 Statement of Change in Reporting Marks and/or Road Numbers, dated as of August 21, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment, Assumption and Amendment to Railroad Equipment Lease previously filed with the Board under Recordation Number 25133-D.

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

Lessor:	RBS Asset Finance, Inc 71 S. Wacker Drive, 28 th Floor Chicago, IL 60606
Lessee:	Kapstone Charleston Kraft LLC 1101 Skokie Blvd, Suite 300 Northbrook, Illinois 60062
Guarantor:	Kapstone Paper and Packaging Corporation 1101 Skokie Blvd, Suite 300 Northbrook, Illinois 60062

Anne K. Quinlan, Esq.
September 1, 2009
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A description of the railroad equipment covered by the enclosed document is:

176 hopper railcars have been remarked and numbered KSCX 3000 - KSCX 3179 (excluding KSCX 3052, 3068, 3084 and 3146) (previously marked WVCX 3000 - WVCX 3179 (excluding WVCX 3052, 3068, 3084 and 3146)).

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

Statement of Change in Reporting Marks and/or Road Numbers

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,



Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

August 21, 2009

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

Dear Ms Quinlan

Re Statement of Change in Reporting Marks and/or Road Numbers

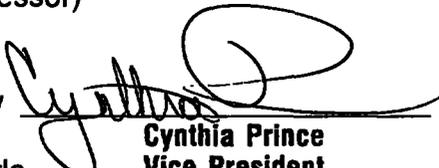
Dear Secretary

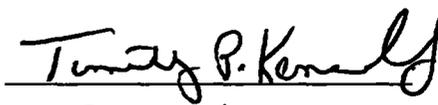
Please be advised that the reporting marks and/or road numbers of the railroad equipment identified in the attached Schedule A which is financed under an Assignment, Assumption and Amendment to Railroad Equipment Lease dated as of December 23, 2008 between RBS Asset Finance, Inc ("Lessor") Kapstone Charleston Kraft LLC ("Assignee") and Kapstone Paper and Packaging Corporation ("Assignee Guarantor") have been changed as set forth therein

This letter may be executed by the parties in separate counterparts, each of which when executed and delivered shall be deemed an original, but all such counterparts shall together constitute one and the same instrument.

RBS Asset Finance, Inc
(Lessor)

Kapstone Charleston Kraft LLC
("Assignee")

By 
Title Cynthia Prince
Vice President
Documentation Manager

By 
Title President

Kapstone Paper and Packaging Corporation
("Assignee Guarantor")

By 
Title VP + GM

SCHEDULE A

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

CURRENT REPORTING MARKS & ROAD NUMBERS

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

NEW REPORTING MARKS & ROAD NUMBERS

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

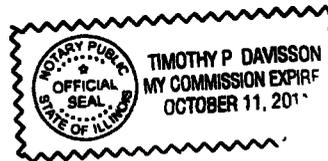
STATE OF IL)
) ss
COUNTY COOK)

On this 27th day of August, 2009, before me, a Notary Public in and for said County and State, personally appeared Timothy Keneally who being by me duly sworn, says that he/she is VP + GM of Kapstone Paper + Packaging, that said instrument was signed 8/27/09, on behalf of said company and he/she acknowledged that the execution of said instrument was the free act and deed of the company

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



NOTARY PUBLIC

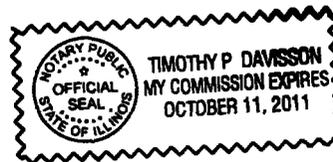


STATE OF IL)
) ss
COUNTY Cook)

On this 27th day of August, 2009, before me, a Notary Public in and for said County and State, personally appeared Timothy Kenesally who being by me duly sworn, says that he/she is President of Kapone Charlebo-Kraft LLC, that said instrument was signed 8/27/09, on behalf of said company and he/she acknowledged that the execution of said instrument was the free act and deed of the company

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


NOTARY PUBLIC



STATE OF _____)
) ss
COUNTY _____)

On this 31st day of August, 2009, before me, a Notary Public in and for said County and State, personally appeared Cynthia Prince who being by me duly sworn, says that he/she is Vice President of RBS Asset Finance, Inc.; that said instrument was signed 8/31/09, on behalf of said company and he/she acknowledged that the execution of said instrument was the free act and deed of the company

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

Misty Watte
NOTARY PUBLIC

