

New Company Stock Distribution FAQs, Calculations, and Equity Exchange Cost Basis

1. Under the Plan, how many shares were allocated to holders of Allowed General Unsecured Claims of SSCE and SSCC?

95,500,000

2. Under the terms of the settlement with the equity holders, how many shares of new SSCC Common stock are the existing equity holders entitled to?

4,500,000 in the aggregate – 2,250,000 to each of the common and preferred equity holders.

3. How many shares are being held in reserve for holders of disputed claims against SSCC and SSCE (other than the reserve for a remaining claim filed by Stone Container Finance Company of Canada II bondholders)?

There are approximately 5.8 million shares being held in reserve for holders of disputed claims against SSCC and SSCE (other than the Stone Finance Company II bondholder claim).

4. How many shares have been reserved for the Stone Finance Company II bondholder claim?

A total of 3,458,908 shares were reserved for the remaining claim filed by Stone Finance Company II bonds. Of that total reserve, approximately 3,303,257 shares were reserved from the pool of shares available for distribution to general unsecured creditors of SSCC and SSCE and 155,651 shares were reserved from the pool of shares available for distribution to existing preferred and common equity holders.

5. What was the total claims pool?

\$2,984,290,267, not including the Stone Finance Company II bondholder claim (which was already reserved for in stock).

6. How many shares will I receive on account of my General Unsecured Claim?

In this initial distribution, each holder of a General Unsecured Claim received or will receive approximately 31 shares of New SSCC Common Stock per \$1,000 of Allowed General Unsecured Claims. Please note, however, that the rounding conventions in the Plan may affect the exact number of shares that you receive.

7. How many shares will I receive on account of my Old Common and Preferred Equity Interests?

Each preferred equity holder will receive approximately 472 shares of New SSCC Common Stock per 1000 shares of existing Preferred Stock, and each common equity holder will receive approximately 8 shares of New SSCC Common Stock per 1000 shares of existing Common Stock. Please note, however, that the rounding conventions in the Plan may affect the exact number of shares that you receive.

8. What is the cost basis in the New SSCC Common Stock as a result of the exchange for the Old Common and Preferred Equity Interests?

The Company is taking the position that this was a tax-free reorganization under Section 368(a)(1)(G) of the Internal Revenue Code. Under this position, a former shareholder of SSCC would generally not recognize any gain or loss as a result of the receipt of the New SSCC Common Stock and would have an aggregate tax basis in the shares of the new stock received equal to the aggregate tax basis of its shares of Old Equity that was canceled. The exact ratios of the exchange are as follows:

- 0.472284 shares of New SSCC Common Stock were issued in respect of each share of Smurfit-Stone Container Corporation 7% Series A Cumulative Exchangeable Redeemable Convertible Preferred Stock (CUSIP: 832727200) ("Old Preferred Stock") issued and outstanding.
- 0.008442 shares of New SSCC Common Stock were issued in respect of each share of Smurfit-Stone Container Corporation Common Stock (CUSIP: 832727101) ("Old Common Stock") issued and outstanding.

Please note, however, that the rounding conventions in the Plan may have affected the exact number of shares that were received in this transaction. You should consult your own tax professional for any further advice.