



FIDUCIARY COUNSELORS

February 3, 2009

To: Plan Participants and Beneficiaries in the following plans:

- Smurfit-Stone Container Corporation Savings Plan
- Jefferson Smurfit Corporation Hourly Savings Plan
- Smurfit-Stone Container Corporation Hourly Savings Plan
- St. Laurent Paperboard Hourly Savings Plan
- Smurfit-Stone Puerto Rico, Inc. Savings Plan for Salaried Puerto Rican Employees

Re: Smurfit-Stone Stock In Your Plan

Fiduciary Counselors was recently retained by the Administrative Committee for the Smurfit-Stone Container Corporation Retirement Plans, the Plans' administrator, to determine whether the stock of Smurfit-Stone Container Corporation ("SSCC") is a prudent investment in the Savings Plans and whether continuing to hold it is in the best interest of Plan participants. The Department of Labor and various courts have indicated that plan fiduciaries have an obligation to determine whether it is no longer prudent to hold company stock in the face of imminent bankruptcy, and making that determination is our responsibility.

The Wall Street Journal reported on January 16 that Smurfit-Stone was considering filing bankruptcy within the next few weeks. Because a bankruptcy filing by SSCC appeared to be imminent, Fiduciary Counselors determined that it was no longer prudent for the Plans to hold such a large position in SSCC Stock. We therefore directed the Plan recordkeeper to begin selling the SSCC Stock in the Plans. About half of the SSCC Stock in the Plans was sold before SSCC filed for bankruptcy on January 26. No shares have been sold since the bankruptcy filing.

We believe it is likely that the SSCC Stock will continue to trade during the bankruptcy process. Given the current level of SSCC Stock held by the Plans and the price at which SSCC Stock is trading, we have stopped our sale of SSCC Stock so that you may once again decide whether and when to sell the stock remaining in your Plan account.

In order to process Fiduciary Counselors' instructions to sell on behalf of the Plans, T. Rowe Price, the Plan recordkeeper, had to suspend sales directed by individual participants. The Plan recordkeeper is currently in the process of allocating the proceeds of the sales made pursuant to Fiduciary Counselors' instructions on a pro rata basis based on the number of shares of SSCC Stock participants held in the Plans before the sales initiated by Fiduciary Counselors. The proceeds of the sale of SSCC Stock in your individual account will be allocated to the Stable Value Fund in your individual account. We anticipate that the Plan recordkeeper will complete this allocation process and will be able to process your directions to sell SSCC Stock beginning Thursday, February 5, 2009. Prior to February 5, if you look at your account it will appear that

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your account still holds the number of shares of SSCC Stock you held before the sales initiated by Fiduciary Counselors.

Here are some things you should know in considering whether and when to sell the SSCC Stock remaining in your Plan account:

- On January 28, 2009, SSCC publicly announced that SSCC Stock will be delisted from NASDAQ effective February 4, 2009. Based on our experience in other bankruptcies, we believe that after February 3, 2009, the SSCC Stock is likely to likely trade on the over-the-counter market, sometimes called the “pink sheets.” The “pink sheet” market is not a formal exchange and generally speaking there is less trading opportunity and higher commissions. However, SSCC Stock will not be eligible to trade on the over-the-counter market unless a market maker makes application to register in and quote the securities and the SEC clears such application. As a result there may be a delay in processing your directions to sell.
- A company can remain in bankruptcy for many months or even years as it tries to develop a plan of reorganization. Although a company may emerge from bankruptcy as a viable entity, generally the creditors and the bondholders become the new owners of the newly-issued common stock and owners of the existing stock get little or nothing. In most instances, the company’s plan of reorganization will cancel the existing stock. While it is too early to tell what will happen in the SSCC bankruptcy and we will do our best to protect your interests, you should be aware that your SSCC Stock could become worthless. The SEC has an excellent primer for investors on what happens to stock and other securities in a bankruptcy, available online at <http://sec.gov/investor/pubs/bankrupt.htm>.

Throughout the SSCC bankruptcy and reorganization process, Fiduciary Counselors will continue to monitor the share price and other developments to determine what actions can be taken to protect the interests of Plan participants and beneficiaries. If and when we make decisions that may have an effect on you, we will notify you as soon as practicable. Additionally, if any complications develop to change anything we have communicated here, we will reach out to you as soon as practicable

We have created a website for Smurfit Stone Container Plan participants (<http://sscc.planfiduciary.com>) that will provide information about the SSCC Stock and will provide answers to frequently asked questions.

Making Investment Changes

T. Rowe Price continues to provide record keeping services for your Plan. Should you wish to adjust either your current asset allocation or the allocation of your future contributions to the Plan or direct the Plan to rebalance your Plan investments, you should follow the normal procedures by calling T. Rowe Price at **1-800-223-4055**. Representatives are available business days between 7 a.m. and 10 p.m. Eastern Time. You may also access and manage your account via personal computer by going to the T. Rowe Price *my*RetirementPlan Web site at

rps.troweprice.com. Follow the instructions online. Generally, if you request a transaction either by phone or online before 4 p.m. Eastern Time, it will be effective the next business day; if you request a transaction by phone or online after 4 p.m. Eastern Time, it will be effective the second business day after your request. There may be a delay as SSCC Stock moves from the NASDAQ to the over-the-counter market.

If you have questions about actions that Fiduciary Counselors has taken, please contact us by e-mail at Smurfit-Stone@FiduciaryCounselors.com. If you have questions about your Plan and its investment options, contact T. Rowe Price at **1-800-223-4055** or visit your Plan on the internet at **rps.troweprice.com**.

Sincerely,



Nell Hennessy
President & CEO
FIDUCIARY COUNSELORS INC.