

06-28-2002



102139155

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

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☒ New
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Reel # Frame #

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Conveyance Type

☐ Assignment ☐ License
☐ Security ☐ Nunc Pro Tunc Assignment

☐ Merger

☐ Change of Name

☒ Other

Effective Date
Month Day Year
10/04/00

Conveying Party

☐ Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

10/04/00

Formerly

☐ Individual ☐ General Partnership ☐ Limited Partnership ☒ Corporation ☐ Association

☐ Other

☒ Citizenship/State of Incorporation/Organization

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Name

DBA/AKA/TA

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Correspondent Name and Address

Area Code and Telephone Number (919) 286-8000

Name

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Address (line 2)

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Pages

Enter the total number of pages of the attached conveyance document including any attachments.

3

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

			1,215,863		
			1,215,862		

Number of Properties

Enter the total number of properties involved.

2

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 65.00

Method of Payment:

Enclosed ☒Deposit Account ☒

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

13-4365

Authorization to charge additional fees:

Yes ☒No ☐**Statement and Signature**

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized as indicated herein.

Steven D. Thomas

Name of Person Signing

Signature

Date Signed

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Please be advised that pursuant to the Security Agreement dated as of October 4, 2000 (the "Security Agreement") by and among the Obligors party thereto (each a "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Collateral Agent (the "Collateral Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Collateral Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark Registration No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
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See Exhibit A attached hereto and made a part hereof.

Trademark Applications

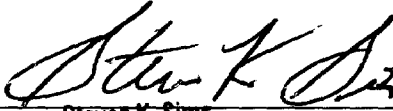
<u>Trademark Applications No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Applications</u>
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See Exhibit A attached hereto and made a part hereof.

The Obligors and the Collateral Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

UNITED STATES CAN COMPANY

By: 
Name: Steven K. Sims
Title: Vice President,
General Counsel & Secretary

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,
as Collateral Agent

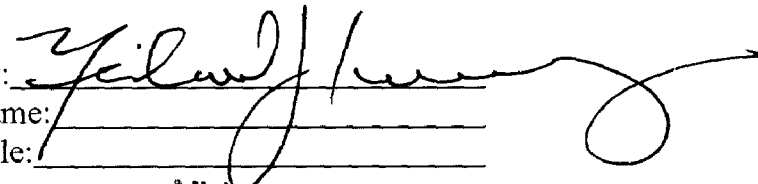
By: 
Name: _____
Title: _____
Michael J. McKenney
Managing Director

Exhibit A

**United States Can Company
(Delaware Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
SATURN	1,215,863	11/9/82
TITAN 5	1,215,862	11/9/82