

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Ellisco, Inc.		07/24/1994	CORPORATION: MARYLAND

RECEIVING PARTY DATA

Name:	United States Can Company
Street Address:	900 Commerce Drive
City:	Oak Brook
State/Country:	ILLINOIS
Postal Code:	60523
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number
Registration Number:	839791
Registration Number:	790541
Registration Number:	158655

CORRESPONDENCE DATA

Fax Number: (919)286-8199
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (919) 286-8122
 Email: PTO_TMconfirmation@mvalaw.com
 Correspondent Name: Moore & Van Allen PLLC
 Address Line 1: 2200 W. Main Street
 Address Line 2: Suite 800
 Address Line 4: Durham, NORTH CAROLINA 27705

ATTORNEY DOCKET NUMBER:	017625.1741
NAME OF SUBMITTER:	Steven D. Thomas

Total Attachments: 4
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ARTICLES OF MERGER

MERGING

Ellisco Inc.
(a Maryland Corporation)

INTO

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

UNITED STATES CAN COMPANY
(a Delaware Corporation)

APPROVED FOR RECORD

8/2/94 9590

Pursuant to Section 3-109
of the Maryland
General Corporation Law

EACH PARTY HERETO DOES HEREBY CERTIFY THAT:

FIRST: United States Can Company, a corporation organized and existing under the laws of the State of Delaware, (the parent corporation), and Ellisco Inc., a corporation organized and existing under the laws of the State of Maryland (the subsidiary corporation), agree that said Ellisco Inc. shall be merged with and into said United States Can Company. The terms and conditions of the merger and the mode of carrying the same into effect are as herein set forth in these Articles of Merger.

SECOND: United States Can Company, a corporation organized and existing under the laws of the State of Delaware, shall survive the merger and shall continue under the name United States Can Company.

THIRD: The parties to the Articles of Merger are United States Can Company, a corporation organized and incorporated on the 24th day of April, 1985, under the General Corporation Law of the State of Delaware, and Ellisco Inc., a corporation organized and existing under laws of Maryland.

FOURTH: No amendment is made to the charter of the surviving corporation as part of the merger.

FIFTH: The total number of shares of stock of all classes which said United States Can Company has authority to issue is 111,500 shares divided into (i) 1,500 shares of Common Stock, par value \$1.00 per share, (ii) 55,000 shares of Class 1 Cumulative Preferred stock, par value \$0.10 per share, and (iii) 55,000 shares of class 2 Preferred Stock, par value \$0.10 per share, with said shares having an aggregate par value of \$12,500.

The total number of shares of stock of all classes which said Ellisco has authority to issue is 750,000 shares of Common Stock, par value \$0.01 per share and 100,000 shares of Preferred Stock of the par value of \$0.01 with said shares having an aggregate par value of \$8,500.

SIXTH: The number of outstanding shares of each class of stock of Ellisco Inc. and the number of shares of each class owned by United States Can Company (the parent corporation) is as follows:

RECEIVED
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
AUG 2 1994

17/31/94
11CH130:AOWINGS
18337-1.ART

STATE OF MARYLAND
I hereby certify that this is a true and complete copy of the page document on file in this office. DATED: 8-2-94
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
BY: [Signature]
This stamp replaces our previous certification system. Effective 10/94

<u>Class</u>	<u>Total Shares Outstanding</u>	<u>Shares Owned by Parent Corporation</u>
Common	151,480	151,489

SEVENTH: All of the issued and outstanding shares of Ellisco Inc., the subsidiary corporation, are owned by United States Can Company, the surviving corporation, and no shares of the surviving corporation are to be issued or any other consideration given for shares of Ellisco Inc., the merged corporation, but upon the effective date of the Articles of Merger, the shares of stock of the merged corporation shall be surrendered for cancellation to United States Can Company, the parent corporation surviving the merger.

EIGHTH: The principal office of Ellisco Inc., organized under the laws of the State of Maryland, is located in the County of Baltimore City, State of Maryland.

NINTH: The principal office of United States Can Company (the surviving corporation) in the State of Delaware, the State of its incorporation, is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware, and the name and post office address of a resident agent of said surviving corporation in Maryland, is The Corporation Trust Incorporated, 32 South Street, Baltimore, MD 21202

TENTH: The merger was duly approved by resolution adopted by a majority vote of the entire board of directors of Ellisco Inc. on June 27, 1994.

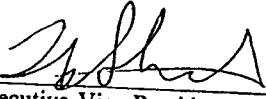
ELEVENTH: The merger was duly approved by resolution adopted by a unanimous vote of the entire board of directors of United States Can Company on June 28, 1994.

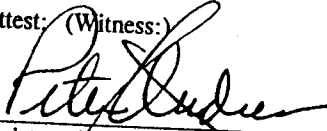
TWELFTH: The merger to be effected by these Articles of Merger was duly advised and authorized and approved by United States Can Company in the manner and by the vote required by the laws of the State of Delaware and by the charter of said corporation.

THIRTEENTH: Ellisco Inc., a Maryland corporation, owns no interest in land in Maryland.

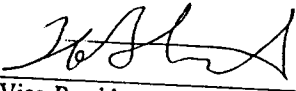
IN WITNESS WHEREOF, United States Can Company and Ellisco Inc., the corporations parties to the merger, have caused these articles of merger to be signed in their respective corporate names and on their behalf by their respective presidents (or vice-presidents) and witnessed or attested by their respective secretaries (or assistant secretaries) all as of the 29th day of July 1994.

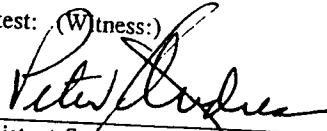
UNITED STATES CAN COMPANY

By 
Executive Vice President-Finance

Attest: (Witness:)

Assistant Secretary

ELLISCO INC.

By 
Vice President

Attest: (Witness:)

Assistant Secretary

THE UNDERSIGNED, Vice-President of ELLISCO INC., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.



THE UNDERSIGNED, Executive Vice President-Finance of United States Can Company, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.



United States Can Company

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
PHILCAN	839791	12/5/67
ELLISCO	790541	6/8/65
ELLISCO	158655	9/12/22