PTO-1594
8-93)
No. 0651-0011 (exp. 4/94)

RE 08-29-2003

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SHEET 1

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office
8-29-03

To the Honorable Commissioner of P... Please record the attached original documents or copy thereof.

Name of conveying party(ies):

United States Can Company

8-29-03

Individual(s) ☐ Association
General Partnership ☐ Limited Partnership
Corporation-State
Other

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

Nature of conveyance:

☐ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☐ Other Notice of Grant of Security Interest in Trademarks

Execution Date: July 22, 2003

2. Name and address of receiving party(ies)

Name: Wells Fargo Bank Minnesota, National Association, as agent

Internal Address:

Street Address: 6th & Marquette

City: Minneapolis State: MN ZIP: 55479

☐ Individual(s) citizenship
☒ Association National Association
☐ General Partnership
☐ Limited Partnership
☐ Corporation-State
☐ Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☒ No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? ☐ Yes ☒ No

Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

784,209

Additional numbers attached? ☐ Yes ☒ No

Name and address of party to whom correspondence concerning document should be mailed:

Name: Laura Konrath

Internal Address: Winston & Strawn LLP
33rd Floor

Street Address: 35 West Wacker Drive

City: Chicago State: IL ZIP: 60601

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....$ 40.00

☒ Enclosed

☐ Authorized to be charged to deposit account

8. Deposit account number:

N/A

(Attach duplicate copy of this page if paying by deposit account)

09/02/2003 6TOM11 00000035 784209

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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.

Laura Konrath
Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments

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 July 22, 2003 (the "Security Agreement") by and among the Obligors party thereto (each a "Obligor" and collectively, the "Obligors") and Wells Fargo Bank Minnesota, National Association, as Collateral Agent (the "Collateral Agent") for the Holders referenced therein (the "Holders"), 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 Holders:

TRADEMARKS

Trademark Registration No.	Description of Trademark Item	Date of Trademark
784209	SOUTHERN (Stylized)	2/2/65

The Obligors and the Collateral Agent, on behalf of the Holders, hereby acknowledge and agree that the security interest in the foregoing patents and patent 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 patent or patent application.

Very truly yours,

UNITED STATES CAN COMPANY

By: Sandra K. Vollman
Name: Sandra K. Vollman
Title: Sr. VP and CFO

Acknowledged and Accepted:

WELLS FARGO BANK MINNESOTA
NATIONAL ASSOCIATION,
as Collateral Agent

By: Jane Schweiger
Name: Jane Y. Schweiger
Title: Vice President