

11-16-2000



101518159

NOV 1

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

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID#
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

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

Execution Date
Month Day Year

Name

Formerly

76036749

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

11/14/2000 MTHA11 00000398 76036749

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 275.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party Only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

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

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)		
<input type="text" value="76/036,749"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,249,406"/>	<input type="text" value="2,298,628"/>	<input type="text" value="1,215,870"/>
<input type="text" value="75/341,367"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,349,252"/>	<input type="text" value="1,713,532"/>	<input type="text" value="1,176,233"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,268,278"/>	<input type="text" value="1,266,345"/>	<input type="text" value="1,145,790"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

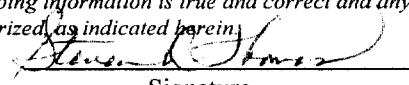
Method of Payment: Enclosed Deposit Account

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

Deposit Account Number: #

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  October 30, 2000
 Name of Person Signing Signature Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party **Mark if additional names of conveying parties attached**
Enter Additional Conveying Party

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organizaiton

Receiving Party **Mark if additional names of receiving parties attached**
Enter Additional Receiving Party

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of
Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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)

839,792

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>
-----------------------------------	--	------------------------------

See Exhibit A attached hereto and made a part hereof.

Trademark Applications

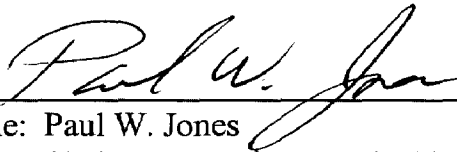
<u>Trademark Applications No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Applications</u>
---------------------------------------	---	---

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: Paul W. Jones
Title: Chairman, President and Chief Executive Officer

Acknowledged and Accepted:

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

By: 
Name: W. Thomas Barnett
Title: Managing Director

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

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
STEELTIN and Design	2,249,406	6/1/99
USCAN (Stylized)	2,349,252	5/16/00
US (Stylized)	2,268,278	8/10/99
SHIP-TITE	2,298,628	12/7/99
PLASTITE	1,713,532	9/8/92
DECORWARE	1,266,345	2/7/84
POLY-PAIL	1,215,870	11/9/82
JOB BOX ORGANIZER	1,176,233	11/3/81
OLD TIN CANISTERS	1,145,790	1/13/81
SEPRO	839,792	12/5/67

Pending Applications

Mark	Application No.	Filing Date
USCAN PLASTICS and Design	76-036,749	4/28/00
E-Z SPOUT	75-341,367	8/14/97