

08-29-2003

No. 0651-0011 (exp. 4/04)



.Y

1

8-29-03

b settings = = = v

To the Honorable Commissioner of P.

102538362

Please record the attached original documents or copy thereof.

Name of conveying party(ies):

United States Can Company

8-29-03

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) Association

General Partnership Limited Partnership

Corporation-State

Other _____

Association

Limited Partnership

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

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

Execution Date: July 22, 2003

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 6T0M11 00000035 784209

DO NOT USE THIS SPACE

01 FC18321

40.00 DP

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: 1

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box _____

TRADEMARK

REEL: 002812 FRAME: 0932

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

<u>Trademark Registration No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
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: Se. VP and CEO

Acknowledged and Accepted:

WELLS FARGO BANK MINNESOTA
NATIONAL ASSOCIATION,
as Collateral Agent

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