

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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Conveyance Type

Assignment  License

Security  Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date  
Month Day Year

06/25/02

Conveying Party

Mark if additional names of conveying parties attached

Name  Execution Date  
Month Day Year

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

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

06/28/2002 LWELLEN 0000010 1215863  
01 FC:481  
02 FC:482

**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)

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**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"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,215,863"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,215,862"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**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.)

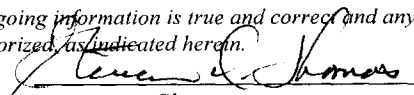
Deposit Account Number: #

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  
Name of Person Signing

  
Signature

June 21, 2002  
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>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
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**See Exhibit A attached hereto and made a part hereof.**

Trademark Applications

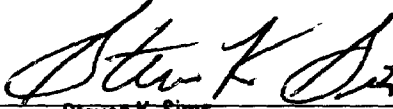
<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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**See Exhibit A attached hereto and made a part hereof.**

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

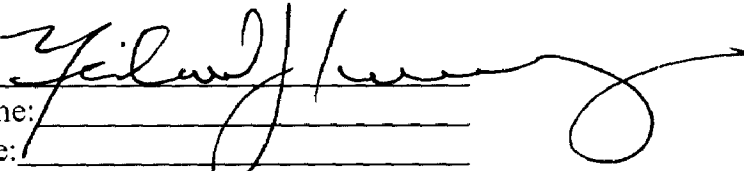
By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
**Michael J. McKenney**  
**Managing Director**

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