

RECORD
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07-01-2004



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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

Name of conveying party(ies): United States Can Company

2. Name and address of receiving party(ies)

Name: Deutsche Bank Trust Company Americas,
as agent

Internal Address: _____

Street Address: 60 Wall St.

City: New York State: NY ZIP: 10005

FINANCE SECTION
6.9.04

Individual(s) Association
General Partnership Limited Partnership

Corporation-State DE
Other _____

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

Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: June 18, 2004

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

If assignee is not domiciled in the United States, a certified 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):

1266345

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

6. Total number of applications and registrations involved: 14

Name: Laura Konrath

7. Total fee (37 CFR 3.41).....\$ 365.00

Internal Address: Winston & Strawn LLP

Enclosed

33rd Floor

Authorized to be charged to deposit account

Street Address: 35 West Wacker Drive

8. Deposit account number:

City: Chicago State: IL ZIP: 60601

N/A

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

06/30/2004 ECOOPER 00000049 1266345

DO NOT USE THIS SPACE

01 FC:8521 40.00 DP
02 FC:8522 325.00 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]
Signature

6/24/04
Date

Total number of pages including cover sheet, attachments, and document: 1

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

Continuation Item
4

Schedule B

U.S. Trademark Registration

Trademarks

<u>Registered Mark</u>	<u>Registration No.</u>	<u>Filing Date</u>
DECORWARE	1266345	07-Feb-1984
PHILCAN	839791	05-Dec-1967
JOB BOX ORGANIZER	1,176,233	3-Nov-1981
OLD TIN CANISTERS	1,145,790	13-Nov-1981
POLY-PAIL	1,215,870	09-Nov-1982
PLASTITE	1713532	08-Sep-1992
SEPRO	839792	05-Dec-1967
SHIP -TITE	2298628	07-Dec-1999
SOUTHERN (stylized)	784209	02-Feb-1965
STEELTIN & ES DESIGN	2249406	01-Jun-1999
US (stylized)	2268278	10-Aug-1999
USCAN (stylized)	2349252	16-May-2000

Trademark Applications

<u>Mark</u>	<u>Application No.</u>	<u>Filing Date</u>
E-Z SPOUT	75-341,367	14-Aug-1997
USCAN PLASTICS and Design	76-036,749	28-April-2000

2155
281

GRANT OF SECURITY INTEREST IN
UNITED STATES TRADEMARKS AND PATENTS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, UNITED STATES CAN COMPANY, a Delaware corporation (the "Grantor") with principal offices at 700 East Butterfield Road, Suite 250, Lombard Illinois 60148, hereby grants to Deutsche Bank Trust Company Americas, as Collateral Agent, with principal offices at 60 Wall Street, New York, New York 10005 (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule B attached hereto, (ii) all of the Grantor's right, title and interest in and to the United States patents (the "Patents") set forth on Schedule C attached hereto, in each case together with (iii) all Proceeds (as such term is defined in the Security Agreement referred to below) of the Marks and Patents, (iv) the goodwill of the businesses symbolized by the Marks and (v) all causes of action arising prior to or after the date hereof for infringement of any of the Marks and Patents or unfair competition regarding the same.

THIS GRANT is made to secure the full and prompt performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Security Agreement between the Grantor, the other assignors party thereto and the Grantee, dated as of June 21, 2004 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall, promptly upon such satisfaction, execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in and re-assigning the Marks and Patents acquired under this Grant to the Grantor.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are more fully set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest as of the 18th day of June, 2004.

UNITED STATES CAN COMPANY,
as Grantor

By: Sandra K. Vollman
Name: Sandra K. Vollman
Title: Senior Vice President and
Chief Financial Officer

DEUTSCHE BANK TRUST COMPANY
AMERICAS, as Grantee


By: _____
Name: _____
Title: _____

STATE OF Illinois)

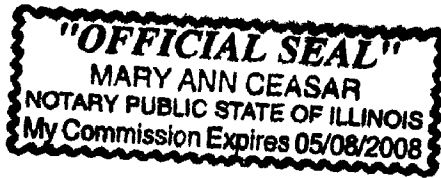
) ss.:

COUNTY OF Cook)

On this 18th day of June, 2004 before me personally came Sandra K. Vollman, who being duly sworn, did depose and say that she is the Senior Vice President and Chief Financial Officer of United States Can Company, that she is authorized to execute the foregoing Grant of Security Interest on behalf of said corporation and that she did so by authority of the Board of Directors of said Corporation.



Notary Public



IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest as of the 21st day of June, 2004.

UNITED STATES CAN COMPANY,
as Grantor

By: _____
Name: Sandra K. Vollman
Title: Senior Vice President and
Chief Financial Officer

DEUTSCHE BANK TRUST COMPANY
AMERICAS, as Grantee

By: Paul O'Leary
Name: Paul O'Leary
Title: Vice President

STATE OF _____)
) ss.:
COUNTY OF _____)

On this 21st day of June, 2004, before me personally came

Paul O'Leary who, being by me duly sworn, did state as follows: that s/he is
Vice President of Deutsche Bank Trust Company Americas, that s/he is authorized to execute
the foregoing Grant of Security Interest on behalf of said corporation and that he did so by
authority of the Board of Directors of said corporation.

Lorrie Nicpon Marinelli
Notary Public



U.S. Trademark Registration

Trademarks

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