

**STANDARD FORM
UNIFORM COMMERCIAL CODE - FINANCING STATEMENT - FORM UCC-1**

- INSTRUCTIONS**
- PLEASE TYPE this form. Fold only along perforation for mailing.
 - Remove Secured Party and Debtor copies and send other 3 copies to the filing officer. Enclose filing fee.
 - If the space provided for any item(s) on the form is inadequate, the item(s) should be continued on additional sheets, preferably 5" X 8" or 8" X 10". Only one copy of such additional sheets need be presented to the filing officer with a set of three copies of the financing statement. Long schedules of collateral, indentures, etc., may be on any size paper that is convenient for the secured party. Indicate the number of additional sheets attached.
 - If collateral is crops or goods which are or are to become fixtures, describe generally the real estate and give name of record owner.
 - When a copy of the security agreement is used as a financing statement, it is requested that it be accompanied by a completed but unsigned set of these forms, without extra fee.
 - At the time of original filing, filing officer should return third copy as an acknowledgment. At a later time, secured party may date and sign Termination Legend and use third copy as a Termination Statement.

This FINANCING STATEMENT is presented to a filing officer for filing pursuant to the Uniform Commercial Code:

1. Debtor(s) (Last Name First) and address(es) American National Can Company 8770 West Bryn Mawr Avenue Chicago, IL 60631-3542	2. Secured Party(ies) and address(es) State Street Bank and Trust Company, as Owner Trustee 2 International Place, 4th Floor Boston, MA 02110 Attn: Corporate Trust Department	3. Maturity date (if any). For Filing Officer (Date, Time, Number, and Filing Office) SEP 29 8 48 AM '95 DE SOTO COUNTY MISSISSIPPI RECEIVED & FILED W.E. DAVIS CHANCERY CLERK
4. This financing statement covers the following types (or items) of property: See Exhibit A attached hereto, which is made a part hereof.		5. Assignee(s) of Secured Party and Address(es) First Security Bank of Utah, National Association, as Indenture Trustee 79 South Main Street Salt Lake City, UT 84111 Attn: Corporate Trust Department

This financing statement should be indexed in the real estate records. A description of the real property is set forth on Exhibit B hereto and the name of the record owner of the property is identified on Exhibit B attached hereto.

RECORDED IN REAL ESTATE TRUST DEED BOOK 785 PAGE 464
BOOK 785 PAGE 464

This statement is filed without the debtor's signature to perfect a security interest in collateral. (check if so)

already subject to a security interest in another jurisdiction when it was brought into this state.
 which is proceeds of the original collateral described above in which a security interest was perfected.

Check if covered; Proceeds of Collateral are also covered; Products of Collateral are also covered. No. of additional Sheets presented:

Filed with: **Mississippi DeSoto County**

American National Can Company **State Street Bank and Trust Company, as Owner Trustee**

By: Donald S. Wharfelt V.P. & Treasurer By: [Signature] VP

(1) Filing Officer Copy - Alphabetical Title Signature(s) of Secured Party(ies) Title

STANDARD FORM - FORM UCC-1.

Continuation
 ASSIGNMENT OF THIS INSTRUMENT RECORDED IN
Real Estate TID BOOK.
 NO. 1239 PAGE 488
 THIS THE 21 DAY OF Aug, 2000
W.E. Davis
 CHANCERY CLERK
 By S. Cleveland

First Security Bank NA now Korman
Amendment - Wells Fargo
Bank Northwest NA
 AGREEMENT OF THIS INSTRUMENT RECORDED IN
Real Estate TID BOOK
 NO. 1603 PAGE 754
 THIS THE 18 DAY OF Nov, 2002
W.E. Davis
 CHANCERY CLERK
 By M. Cain

Secured Party's name chgd to
Amendment First Security Bank NA
 ASSIGNMENT OF THIS INSTRUMENT RECORDED IN
Real Estate TID BOOK.
 NO. 1239 PAGE 489
 THIS THE 21 DAY OF Aug, 2000
W.E. Davis
 CHANCERY CLERK
 By S. Cleveland

Amendment - changing name of Debtor to
REXAM Beverage Can Company
 ASSIGNMENT OF THIS INSTRUMENT RECORDED IN
Real Estate TID BOOK.
 NO. 1603 PAGE 757
 THIS THE 18 DAY OF Nov, 2002
W.E. Davis
 CHANCERY CLERK
 By M. Cain

Continuation
 ASSIGNMENT OF THIS INSTRUMENT RECORDED IN
Real Estate TID BOOK.
 NO. 2261 PAGE 489
 THIS THE 19 DAY OF July, 2005
W.E. Davis
 CHANCERY CLERK
 By D. Jay

Amendment - Debtor is
REXAM Beverage Can Company
 ASSIGNMENT OF THIS INSTRUMENT RECORDED IN
Real Estate TID BOOK.
 NO. 1603 PAGE 760
 THIS THE 18 DAY OF Nov, 2002
W.E. Davis
 CHANCERY CLERK
 By M. Cain

EXHIBIT A
TO UCC-1 FINANCING STATEMENT

DEBTOR: American National Can Company
8770 West Bryn Mawr Avenue
Chicago, Illinois 60631-3542

SECURED PARTY: State Street Bank and Trust Company,
as Owner Trustee under the Trust
Agreement dated as of September 28,
1995 with MetLife Capital, Limited
Partnership, as Owner Participant,
including all amendments, modifica-
tions and supplements to such Trust
Agreement and restatements thereof
2 International Place, 4th Floor
Boston, Massachusetts 02110
Attn: Corporate Trust Department

ASSIGNEE: First Security Bank of Utah, National
Association, as Indenture Trustee
under the Indenture (as defined here-
in)
79 South Main Street, 3rd Floor
Salt Lake City, Utah 84111
Attn: Corporate Trust Department

DESCRIPTION OF COLLATERAL:

All of the Debtor's right, title and interest,
whether now existing or hereafter acquired, in and to:

1. All can manufacturing and related equip-
ment described on Schedule I hereto, together with any
and all appliances, parts, instruments, accessories,
furnishings, other equipment, accessions, additions,
improvements, substitutions and replacements thereof or
thereto or from time to time incorporated or installed in
or on any item thereof and any and all appliances, parts,
instruments, accessories, furnishings and other equipment
in which the Debtor may from time to time acquire an
interest under the Lease (collectively, the "Units" and
individually a "Unit");
2. All insurance proceeds or proceeds arising
out of a taking, condemnation, requisition or appropria-

tion by any governmental authority under the power of eminent domain or otherwise with respect to the Units or any Unit thereof; and

3. All rents, issues, profits, revenues and proceeds of the foregoing.

As used herein, "Lease" shall mean the Equipment Lease Agreement (ANC Trust No. 1995-1), dated as of September 28, 1995, including Appendix A thereto, between the Secured Party, as lessor, and American National Can Company, as lessee, as the same may be amended, modified, supplemented or restated from time to time.

As used herein, "Indenture" shall mean the Trust Indenture and Security Agreement (ANC Trust No. 1995-1), dated as of September 28, 1995, between the Secured Party and First Security Bank of Utah, National Association, as indenture trustee, including all amendments, modifications, supplements and restatements thereto and thereof.

<u>QTY.</u>	<u>DESCRIPTION</u>	<u>MODEL</u>	<u>MANUFACTURER</u>	<u>SERIAL NO.</u>
3	Necker Flanger Model 5811-2, tooling, spare parts, QC gauges & tensers, freight and installation		ANC-EMD	004,005,006
1	Conveying System consisting of vacuum elevators, air single flers, mass conveyors and incline, trackwork trackwork fittings, freight and installation		ANC-EMD	E-207893
All	Air compressor, freight and installation		Altech Engineering	NA

<u>QTY</u>	<u>DESCRIPTION/MODEL</u>	<u>MANUFACTURER</u>	<u>SERIAL NO.</u>
2	Necker Flanger Model 5811-2, tooling, spare parts, freight and installation	ANC-EMD	003,011
1	Trackwork, freight and installation	Various	E-207871
All	Air Compressor, freight and installation	Various	NA
1	Conveying control system consisting of electrical panels, sensors, freight and installation	Panmatic	E-207871
1	Structural platforms, freight and installation	Various	E-207871

<u>QTY.</u>	<u>DESCRIPTION/MODEL</u>	<u>MANUFACTURER</u>	<u>SERIAL NO.</u>
3	Necker Flanger Model 5811-2, tooling, spare parts, Q.C. equipment, testera, freight and installation	ANC-EMD	008,009,010
1	Conveying System consisting of vacuum elevators, air single flers, mass conveyors and inclines, trackwork, trackwork fittings, freight and installation	Various	E-207803
All	Air Compressor, freight and installation	Various	N/A

<u>QTY.</u>	<u>DESCRIPTION/MODEL</u>	<u>MANUFACTURER</u>	<u>SERIAL NO.</u>
1	Necker Flanger Model 5811-2 tooling, spare parts, freight and installation	ANC-EMD	012
1	Trackwork, freight and installation	ANC-EMD	E-207870
All	Air Compressor, freight and installation	Cochrane	N/A

<u>QTY.</u>	<u>DESCRIPTION/MODEL</u>	<u>MANUFACTURER</u>	<u>SERIAL NO.</u>
3	Generation II Model 589 Bottom Reformer, tooling, spare parts, QC gauge, freight and installation	ANC EMD	019,021,022

<u>QTY</u>	<u>DESCRIPTION/MODEL</u>	<u>MANUFACTURER</u>	<u>SERIAL NO.</u>
1	Generation II Model 589 Bottom Reformer, tooling, spare parts, QC gauge, freight and installation	ANC EMD	018

<u>QTY.</u>	<u>DESCRIPTION/MODEL</u>	<u>MANUFACTURER</u>	<u>SERIAL NO.</u>
2	Generation II Model 589 Bottom Reformer, tooling, spare parts, QC gauge, freight and installation	ANC EMD	007,008

<u>QTY.</u>	<u>DESCRIPTION/MODEL</u>	<u>MANUFACTURER</u>	<u>SERIAL NO.</u>
2	Shell Press System including dies, tooling, QC gauges, spare parts, freight and installation	Various	SAS-50-26361 SAS-50-26232
6	Conversion Presses, rolls trib reduction, freight and installation	Various	ECH-125-26832 ECH-125-26737 ECH-125-26831 ECH-125-26842 9034, 9035
	Line Control Panels, freight and installation	Various	
All	Power and air upgrades, freight and installation	Gage Grinding	N/A
	Conveying System including rod cages, stackers, freight and installation	Various	E-211719
All	Linars and balancer trays, freight and installation	Various	N/A

Exhibit B

Lots 3, 4, & 5, Phase I, Section "B", Holiday Industrial Park, in Section 23, Township 1 South, Range 6 West, DeSoto County, Mississippi, as shown by plat appearing of record in Plat Book 15, Pages 9-14, in the office of the Chancery Clerk of DeSoto County, Mississippi.

Record Owner of Property: American National Can Company