

FILE THIRD

BK 1603 PG 0760

STATE MS. - DESOTO CO.
FILED

Nov 18 2 49 PM '02

UCC FINANCING STATEMENT AMENDMENT
FOLLOW INSTRUCTIONS (front and back) CAREFULLY

BK 1603 PG 760
W.E. DAVIS CH. CLK.

A. NAME & PHONE OF CONTACT AT FILER [optional]
Cynthia McDaniel (704) 331-2339

B. SEND ACKNOWLEDGEMENT TO: (Name and Address)

Moore & Van Allen PLLC
Attn: Cynthia J. McDaniel
100 North Tryon Street, Suite 4700
Charlotte, NC 28202-4003

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE#
BK785/PG464 recorded on 9/29/95 (continued 8/21/00, BK1239/PG0488)

1b. This FINANCING STATEMENT AMENDMENT is to be filed [for record] in the
 REAL ESTATE RECORDS.

2. TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement

3. CONTINUATION: Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

4. ASSIGNMENT: (full or partial): Give name of assignee in item 7a or 7b and address of assignee in item 7c; and also give name of assignor in item 9.

5. AMENDMENT (PARTY INFORMATION): This Amendment affects Debtor or Secured Party of record. Check only one of these two boxes.
Also check one of the following three boxes and provide appropriate information in items 6 and/or 7,
 CHANGE name and/or address: Give current record name in item 6a or 6b; also give new name (if name change) in item 7a or 7b and/or new address (if address change) in item 7c.
 DELETE name: Give record name to be deleted in item 8a or 6b.
 ADD name: Complete item 7a or 7b, and also item 7c; also complete items 7d-7g (if applicable).

6. CURRENT RECORD INFORMATION:

6a. ORGANIZATION'S NAME
OR Rexam Beverage Can Company

6b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

7. CHANGED (NEW) OR ADDED INFORMATION:

7a. ORGANIZATION'S NAME
OR 7b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

7c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

7d. TAX ID #: SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 7e. TYPE OF ORGANIZATION 7f. JURISDICTION OF ORGANIZATION 7g. ORGANIZATIONAL ID #, if any NONE

8. AMENDMENT (COLLATERAL CHANGE): check only one box.
Describe collateral deleted or added, or give entire restated collateral description, or describe collateral assigned.

Restated collateral is described on Rider A attached hereto and incorporated herein by reference.

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an Assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here and enter name of DEBTOR authorizing this Amendment.

9a. ORGANIZATION'S NAME
OR Rexam Beverage Can Company

9b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

10. OPTIONAL FILER REFERENCE DATA
1995-1: File with: DeSoto County, MS

BK 1603PG0761

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

11. INITIAL FINANCING STATEMENT FILE # (same as item 1a on Amendment form)
**BK785/PG464 recorded on 9/29/95 (continued 8/21/00,
BK1239/PG0488)**

12. NAME OF PARTY AUTHORIZING THIS AMENDMENT (same as item 9 on Amendment Form)

12a. ORGANIZATION'S NAME		
OR Rexam Beverage Can Company		
12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

13. Use this space for additional information

**NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS
AMENDMENT: Wells Fargo Bank Northwest, N.A.**

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

This is a fixture filing to be filed in the real property records. The Record Owner of the real property is the Debtor (Rexam Beverage Can Company, formerly known as American National Can Company). A description of the real property is attached as Exhibit A attached hereto and made a part hereof.

Rider A

<u>QTY</u>	<u>DESCRIPTION/MODEL</u>	<u>MANUFACTURER</u>	<u>SERIAL NO(S)</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, stolle tab reduction, freight and installation	Various	ECH-125-26832 ECH-125-26737 ECH-125-26831 ECH-125-26942 9034, 9035
	Line Control Panels, freight and installation	Various	N/A
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	Liners and balancer trays, freight and installation	Various	N/A
3	Necker Flanger Model 5811-2, tooling, spare parts, QC equipment, testers, freight and installation	ANC-EMD	008,009,010
1	Conveying System consisting of vacuum elevators, air single filers, mass conveyors and inclines, trackwork, trackwork fittings, freight and installation	Various	E-207903
All	Air Compressor, freight and installation	Various	N/A
2	Necker Flanger Model 5811-2, tooling, spare parts, freight and installation	ANC-EMD	003, 011
All	Air Compressor, freight and installation	Various	N/A
3	Necker Flanger Model 5811-2, tooling, spare parts, QC gauges & testers, freight and installation	ANC-EMD	004, 005, 006
1	Conveying System consisting of vacuum elevators, air single filers, mass conveyors and incline, trackwork, trackwork fittings, freight and installation	ANC	E-207893

UCC Financing Statement Amendment
Debtor: Rexam Beverage Can Company
BK785/PG464 recorded on 9/29/95 (continued 8/21/00, BK1239/PG0488)
DeSoto County, MS

BK 1603PG0763

All	Air compressor, freight and installation	Alltech Engineering	N/A
2	Generation II Model 589 Bottom Reformer, tooling, spare parts, QC gauge, freight and installation	ANC EMD	007, 008
3	Generation II Model 589 Bottom Reformer, tooling, spare parts, QC gauge, freight and installation	ANC EMD	019, 021, 022
1	Trackwork, freight and installation	ANC-EMD	E-207870
1	Necker Flanger Model 5811-2, tooling, spare parts, freight and installation	ANC-EMD	012
	Bi-Di Table		N/A

UCC FINANCING STATEMENT AMENDMENT

File No: 211-9-95 BK785/PG464 (continued 8/21/00, BK1239/PG0488)

Debtor: Rexam Beverage Can Company

Secured Party: Wells Fargo Bank Northwest, N.A.

BK1603PG0764

EXHIBIT A

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.