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

1 Debtor(s) (Last Name, First Name and address)  
American National Can Company  
8770 West Bryn Mawr Avenue  
Chicago, Illinois 60631-3542

2 Secured Party(ies) and address(es)  
State Street Bank and Trust Company of  
Connecticut, National Association, as  
Owner Trustee of ANC Trust No. 1994-1  
225 Franklin Street, Boston, MA 02110  
Attention: Corporate Trust Department

3 Maturity date (if any)

For Filing Officer (Date, Time, Number, and Filing Office)

04074294

RECORDING  
TRAN 2861 12/27/94 15:37:00 \$51.50  
LC # - 04 - 074294  
COOK COUNTY RECORDER

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, Corp, Trust  
Dept., 79 South Main Street  
Salt Lake City, Utah 84111

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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.

This statement is filed without the debtor's signature to perfect a security interest in collateral (check  if not 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  Proceeds of Collateral are also covered (No. of additional Sheets presented)

American National Can Company

By: *Donald S. Wanfall*  
Signature(s) of Debtor(s)

State Street Bank and Trust Company of  
National Association

Illinois  
Cook County

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Property of Cook County Clerk's Office

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## EXHIBIT A TO UCC-1

DEBTOR: American National Can Company, a Delaware corporation, as Lessee.

SECURED PARTY: State Street Bank and Trust Company of Connecticut, National Association, a national banking association, as Owner Trustee under the Trust Agreement (ANC Trust No. 1994-1) dated as of September 29, 1994, as Lessor

As used herein, "Lease" shall mean the Equipment Lease Agreement (ANC Trust No. 1994-1) dated as of September 29, 1994 including Appendix A thereto between the Secured Party, as Lessor, and American National Can Company, as Lessee, as the same may be amended, modified or supplemented from time to time.

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

1. All can manufacturing and related equipment described on Schedule I hereto on the premises described in Exhibit B, 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 appropriation 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.

RETURN TO:  
LEXIS Document Services 3059  
135 South LaSalle, Suite 1162  
Chicago, IL 60603

*[Handwritten signature]*

5/50

0A07AC93

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**EQUIPMENT LOCATION:**

American National Can Company  
211 North 51 Avenue  
Phoenix, AZ 85043

<u>QTY.</u>	<u>DESCRIPTION/MODEL</u>	<u>MANUFACTURER</u>	<u>SERIAL NO.</u>	<u>COST</u> <u>(In Thousands)</u>
3	Necker Flanger Model 5811 tooling, spare parts and installation	ANC-EMD	23, 24, 25	
1	Air Compressor and installation	H P		
1	Conveying System consisting of vacuum elevators, air single filers, mass conveyors and inclines, trackwork and trackwork fittings, and installation	ANC-EMD	207914	

Installation allocated on a pro rata basis.

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**EQUIPMENT LOCATION:**

**American National Can Company  
2433 Crocker Circle  
Fairfield, CA 94533**

<u>QTY.</u>	<u>DESCRIPTION/MODEL</u>	<u>MANUFACTURER</u>	<u>SERIAL NO.</u>	<u>COST</u> <u>(In Thousands)</u>
2	Necker Flanger Model 5811, tooling spare parts and installation	ANC-EMD	018,019	
1	Trackwork and installation	ANC-EMD	E207830	

**Installation allocated on a pro rata basis.**

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## EQUIPMENT LOCATION:

American National Can Company  
1220 North Second Avenue  
Kent, WA 98032

<u>QTY.</u>	<u>DESCRIPTION/MODEL</u>	<u>MANUFACTURER</u>	<u>SERIAL NO.</u>	<u>COST</u> <u>(In Thousands)</u>
1	ANC Model 591 Beverage Can Fluter, tooling, spare parts, and installation	ANC-EMD	008	
1	Vacuum Pump and installation	Harris Equip.		
1	Trackwork and installation	ANC-EMD	207919	

Installation allocated on a pro rata basis.

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## EQUIPMENT LOCATION:

Valley Metal Container Partnership  
4487 McIntyre Street  
Golden, CO 80401

<u>QTY.</u>	<u>DESCRIPTION/MODEL</u>	<u>MANUFACTURER</u>	<u>SERIAL NO.</u>	<u>COST</u> (In Thousands)
1	Shell Press System 24-out and installation	Formatec		
4	Conversion Presses and installation	Stolle	8273, 8258, 8308, 8420	
6	Liners, Dryers and installation	Preferred	821, 822, 823 824, 825, 826	
2	Balancers and installation	Sardee		
	Conveying System including rod cages, stackers and installation	E.M.D.	207815	
	Line Control Panels and installation	Various	N/A	
	Inspection Equipment and installation	Various	N/A	
	Uponder and installation	Perfecto		
	Coil Truck and installation			
1	Uncoiler and installation	Perfecto	89172	
4	Unwinders and installation	A.S.C.		
	Spare Parts and installation		N/A	

Installation allocated on a pro rata basis.

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## EQUIPMENT LOCATION:

American National Can Company  
3331 West 12th Street  
Jacksonville, FL 32254

<u>QTY.</u>	<u>DESCRIPTION/MODEL</u>	<u>MANUFACTURER</u>	<u>SERIAL NO.</u>	<u>COST</u> <u>(In Thousands)</u>
3	Necker Flanger Model 586A/585, tooling, spare parts and installation	ANC-EMD	004, 001, 005 002, 006, 003	
1	Conveying System consisting of vacuum elevators, air single filers, mass conveyors and inclines, trackwork, trackwork fittings, and installation	Various	207580	
1	Conveying control system consisting of electrical panels, sensors and installation	Various	N/A	
1	Structural Platforms and installation	ANC-EMD	N/A	

Installation allocated on a pro rata basis.

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**EQUIPMENT LOCATION:**

**American National Can Company  
48 Royal Drive  
Forest Park, GA 30050**

<u>QTY.</u>	<u>DESCRIPTION/MODEL</u>	<u>MANUFACTURER</u>	<u>SERIAL NO.</u>	<u>COST</u> <u>(In Thousands)</u>
2	Generation II Model 589 Bottom Reformer, tooling, spare parts and installation	ANC-EMD	010, 011	

**Installation allocated on a pro rata basis.**

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## EQUIPMENT LOCATION:

American National Can Company  
1101 West 43rd Street  
Chicago, IL 60609

<u>QTY.</u>	<u>DESCRIPTION/MODEL</u>	<u>MANUFACTURER</u>	<u>SERIAL NO.</u>	<u>COST</u> <u>(In Thousands)</u>
1	Generation II Model 589 Bottom Reformer, tooling, spare parts and installation	ANC EMD	006	

Installation allocated on a pro rata basis.

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## EQUIPMENT LOCATION:

American National Can Company  
10800 Marina Drive  
Olive Branch, MS 38654

<u>QTY.</u>	<u>DESCRIPTION/MODEL</u>	<u>MANUFACTURER</u>	<u>SERIAL NO.</u>	<u>COST</u> <u>(In Thousands)</u>
1	Generation II Model 589 Bottom Reformer, tooling, spare parts and installation	ANC-EMD	012	

Installation allocated on a pro rata basis.

Property of Cook County Clerk's Office

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## EQUIPMENT LOCATION:

American National Can Company  
South Randolphville Road at Route 287  
Piscataway, NJ 08854

<u>QTY.</u>	<u>DESCRIPTION/MODEL</u>	<u>MANUFACTURER</u>	<u>SERIAL NO.</u>	<u>COST</u> <u>(In Thousands)</u>
3	Necker Flanger Model 5811, tooling, spare parts and installation	ANC-EMD	20, 21, 22	
1	Air Compressor and installation	Harris Equip.		
1	Cooling Tower and installation H P			
1	Conveying System consisting of vacuum elevators, air single filers, mass conveyors and incline, trackwork trackwork fittings, and installation	Various	207901	
1	Conveying control system consisting of electrical panels, sensors and installation	Various	N/A	

Installation allocated on a pro rata basis.

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8 4 0 7

**EQUIPMENT LOCATION:**

American National Can Company  
2145 Cedar Street  
Fremont, OH 43420

<u>QTY.</u>	<u>DESCRIPTION/MODEL</u>	<u>MANUFACTURER</u>	<u>SERIAL NO.</u>	<u>COST</u> (In Thousands)
1	Generation II Model 589 Bottom Reformer, tooling, spare parts and installation	ANC-EMD	003, 001	

Installation allocated on a pro rata basis.

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## EQUIPMENT LOCATION:

American National Can Company  
609 Cousar Street  
Bishopville, SC 29010

<u>QTY.</u>	<u>DESCRIPTION/MODEL</u>	<u>MANUFACTURER</u>	<u>SERIAL NO.</u>	<u>COST</u> <u>(In Thousands)</u>
1	ANC Model 591 Beverage Can Fluter, tooling, spare parts and installation	ANC-EMD	7	

Installation allocated on a pro rata basis.

040712391

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1 1 0 7

Parcel A

Exhibit B

A parcel of land, comprised of all of Lot 16, together with the North 375.00 feet of Lot 15 and that part of the West half of Lot 14 lying North of the South line of said North 375.00 feet of Lot 15 extended East, all in Donovan Industrial Park, being a subdivision of a part of each of Lots 3, 4, 5, 6, 7, 8, 9 and 10 in Stock Yards Subdivision of the East Half of Section 5, Township 38 North, Range 14 East of the third principal meridian in Cook County, Illinois.

Containing 576,055 square feet, (13.2244 acres) of land.

Parcel B:

The East 40 feet of Lot 14 lying North of the North line of 45th Street and South of the South line of 43rd Streets, and the West 40 feet of Lot 14 lying between a point 375 feet South of the Northeast corner of Lot 15 (measured along the East line of Lot 15) and the North line of 45th Street.

Record Owner of the Property is American National Can Company.

Parcel A 20-05-200-133-0000

Parcel B: 20-05-200-145  
144  
132 (pt)

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