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GREIF BROTHERS CORP  
Form S-4/A  
October 07, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON October 7, 2002  
REGISTRATION NO. 333-100121

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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Amendment No. 1  
to  
FORM S-4

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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GREIF BROS. CORPORATION  
(Exact name of registrant as specified in its charter)

|  |   |                                      |
|--|---|--------------------------------------|
| DELAWARE   | 3412  | 31-4388903                           |
| (State or other jurisdiction of incorporation or organization) | (Primary Standard Industrial Classification Code) | (I.R.S. Employer Identification No.) |

(continued on next page)

425 Winter Road  
Delaware, Ohio 43015  
(740) 549-6000  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Gary R. Martz, Esq.  
Senior Vice President,  
General Counsel and Secretary  
Greif Bros. Corporation  
425 Winter Road  
Delaware, Ohio 43015  
(740) 549-6000  
(Name, address, including zip code, and telephone number, including area code, of agent for service of process)

Copies to:  
Joseph P. Boeckman, Esq.  
Baker & Hostetler LLP  
65 East State Street, Suite 2100  
Columbus, Ohio 43215  
Telephone: (614) 462-4737 Facsimile (614) 462-2616

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Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box: [ ]

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: [ ]

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THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

(cover page, continued)

ADDITIONAL REGISTRANTS

|  |  |            |
|--|--|------------|
|  | AMERICAN FLANGE & MANUFACTURING CO., INC.              |            |
|  | (Exact name of registrant as specified in its charter) |            |
| DELAWARE   | 3412   | 13-04313   |
| (State or other jurisdiction of incorporation or organization) | (Primary Standard Industrial Classification Code)      | (I.R.S. E) |
|  | BARZON CORPORATION                                     |            |
|  | (Exact name of registrant as specified in its charter) |            |
| DELAWARE   | 3412   | 31-16694   |
| (State or other jurisdiction of incorporation or organization) | (Primary Standard Industrial Classification Code)      | (I.R.S. E) |
|  | GREAT LAKES CORRUGATED CORP.                           |            |
|  | (Exact name of registrant as specified in its charter) |            |
| OHIO   | 2650   | 34-13964   |
| (State or other jurisdiction of incorporation or organization) | (Primary Standard Industrial Classification Code)      | (I.R.S. E) |
|  | GREIF BROS. CORP. OF OHIO, INC.                        |            |
|  | (Exact name of registrant as specified in its charter) |            |
| DELAWARE   | 3412   | 04-30855   |
| (State or other jurisdiction of incorporation or organization) | (Primary Standard Industrial Classification Code)      | (I.R.S. E) |
|  | GREIF BROS. SERVICE CORP.                              |            |
|  | (Exact name of registrant as specified in its charter) |            |
| DELAWARE   | 3412   | 31-16522   |
| (State or other jurisdiction of incorporation or organization) | (Primary Standard Industrial Classification Code)      | (I.R.S. E) |
|  | GREIF CONTAINERS, INC.                                 |            |
|  | (Exact name of registrant as specified in its charter) |            |
| DELAWARE   | 3412   | 36-32681   |
| (State or other jurisdiction of incorporation or organization) | (Primary Standard Industrial Classification Code)      | (I.R.S. E) |

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incorporation or organization)

|  |  |           |
|--|--|-----------|
|  | GREIF U.S. HOLDINGS, INC.                              |           |
|  | (Exact name of registrant as specified in its charter) |           |
| NEVADA   | 3412   | 31-17538  |
| (State or other jurisdiction of incorporation or organization) | (Primary Standard Industrial Classification Code)      | (I.R.S. E |

|  |  |           |
|--|--|-----------|
|  | SIRCO SYSTEMS, LLC                                     |           |
|  | (Exact name of registrant as specified in its charter) |           |
| DELAWARE   | 3412   | 63-11736  |
| (State or other jurisdiction of incorporation or organization) | (Primary Standard Industrial Classification Code)      | (I.R.S. E |

|  |  |           |
|--|--|-----------|
|  | SOTERRA LLC  |           |
|  | (Exact name of registrant as specified in its charter) |           |
| DELAWARE   | 0811   | 31-16677  |
| (State or other jurisdiction of incorporation or organization) | (Primary Standard Industrial Classification Code)      | (I.R.S. E |

|  |  |           |
|--|--|-----------|
|  | TAINER TRANSPORT, INC.                                 |           |
|  | (Exact name of registrant as specified in its charter) |           |
| DELAWARE   | 4212   | 31-12984  |
| (State or other jurisdiction of incorporation or organization) | (Primary Standard Industrial Classification Code)      | (I.R.S. E |

|  |  |           |
|--|--|-----------|
|  | TREND-PAK, INC.  |           |
|  | (Exact name of registrant as specified in its charter) |           |
| OHIO   | 2650   | 34-14787  |
| (State or other jurisdiction of incorporation or organization) | (Primary Standard Industrial Classification Code)      | (I.R.S. E |

EXPLANATORY NOTE: This Amendment No. 1 to the Form S-4 Registration Statement is filed to provide for the EDGAR incorporation of the additional registrants identified in the Registration Statement. On submission of the Form S-4 Registration Statement, the additional registrants were not identified in the EDGAR submission header. No changes have been made to the disclosure contained in the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Delaware, State of Ohio, on the 7th day of October, 2002.

GREIF BROS. CORPORATION

By: /s/ Michael J. Gasser

-----  
Michael J. Gasser  
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

/s/ Michael J. Gasser

Date: October 7, 2002

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Michael J. Gasser, Chairman of the Board  
of Directors and Chief Executive Officer  
(principal executive officer)

/s/ Donald S. Huml

Date: October 7, 2002

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Donald S. Huml, Chief Financial  
Officer and Secretary (principal financial  
officer)

/s/ John K. Dieker

Date: October 7, 2002

-----  
John K. Dieker, Vice President and  
Corporate Controller (principal accounting  
officer)

Charles R. Chandler\*

Date: October 7, 2002

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Charles R. Chandler, Director

Michael H. Dempsey\*

Date: October 7, 2002

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Michael H. Dempsey, Director

Naomi C. Dempsey\*

Date: October 7, 2002

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Naomi C. Dempsey, Director

Daniel J. Gunsett\*

Date: October 7, 2002

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Daniel J. Gunsett, Director

John C. Kane\*

Date: October 7, 2002

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John C. Kane, Director

[Signatures continued on next page]

Robert C. Macauley\*

Date: October 7, 2002

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Robert C. Macauley, Director

David J. Olderman\*

Date: October 7, 2002

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David J. Olderman, Director

William B. Sparks, Jr.\*

Date: October 7, 2002

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William B. Sparks, Jr., Director

\* Signed pursuant to Power of Attorney

/s/ Donald S. Huml

Date: October 7, 2002

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Donald S. Huml,  
Attorney in Fact

ADDITIONAL REGISTRANTS

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each of the Additional Registrants has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Delaware, State of Ohio, on the 7th day of October, 2002.

AMERICAN FLANGE & MANUFACTURING CO., INC.  
BARZON CORPORATION  
GREAT LAKES CORRUGATED CORP.  
GREIF BROS. CORP. OF OHIO, INC.  
GREIF BROS. SERVICE CORP.  
GREIF CONTAINERS, INC.  
GREIF U.S. HOLDINGS, INC.  
SIRCO SYSTEMS, LLC  
SOTERRA LLC  
TAINER TRANSPORT, INC.  
TREND-PAK, INC.

By: /s/ Michael J. Gasser

-----  
Michael J. Gasser, Chairman

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to the Registration Statement has been duly signed on the 7th day of October, 2002, by the following persons in the capacities indicated:

/s/ Michael J. Gasser  
-----  
Principal Executive Officer of each of the Additional Registrants and a director of each of the Additional Registrants other than Sirco Systems, LLC and Soterra LLC

/s/ Donald S. Huml  
-----  
Principal Financial and Accounting Officer of each of the Additional Registrants

/s/ Gary R. Martz  
-----  
Director of each of the Additional Registrants other than Greif U.S. Holdings, Inc., Sirco Systems, LLC and Soterra LLC

/s/ William B. Sparks, Jr.  
-----  
Director of each of the Additional Registrants other than Sirco Systems, LLC and Soterra LLC

GREIF CONTAINERS, INC. Sole member (with no manager) of Sirco Systems, LLC

By: /s/ Michael J. Gasser  
-----  
Michael J. Gasser, Chairman and Chief Executive Officer

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GREIF BROS. CORPORATION

Sole member (with no manager) of  
Soterra LLC

By: /s/ Michael J. Gasser

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Michael J. Gasser, Chairman and  
Chief Executive Officer