

04-22-1999

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



101017688

Department of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

WISE ALLOYS, LLC

- Individual(s)
- General Partnership
- Corporation-State
- Other Limited Liability Company - Delaware
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: FIRST UNION NATIONAL BANK

Internal Address: _____

Street Address: 301 South College Street

City: Charlotte State: NC ZIP: 28288

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other MEMORANDUM OF SECURITY INTEREST IN TRADEMARKS
- Merger
- Change of Name

Execution Date: March 31, 1999

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See attached Exhibit A

Additional numbers attached? Yes No

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

Name: CADWALADER, WICKERSHAM & TAFT

Internal Address: RAYNARD D. HOOD

LEGAL ASSISTANT

SUITE 2400

Street Address: 227 WEST TRADE STREET

City: CHARLOTTE State: NC ZIP: 28202

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41).....\$ 215.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

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

01 FC:481
02 FC:482

40.00 DP
175.00 DP

DO NOT USE THIS SPACE

9. 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.

LORI POTTS

Name of Person Signing

Signature

4/15/99

Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments TRADEMARK
Washington, D.C. 20231

REEL: 1886 FRAME: 0321

4-19-99

TRADEMARK LICENSES

<u>Serial No. or Registration No.</u>	<u>Country</u>	<u>Issue or File Date</u>	<u>Mark</u>
654,671	U.S.	11/19/57	Knight, Horse & Dragon Design
1,259,809	U.S.	12/06/83	OUR QUALITY SHINES THROUGH
1,258,252	U.S.	11/22/83	OUR QUALITY SHINES THROUGH and Design
765,763	U.S.	3/3/64	REYNOLDS
704,186	U.S.	9/13/60	REYNOLDS ALUMINUM
944,475	U.S.	10/10/72	REYNOLDS ALUMINUM and Round Corner
704,185	U.S.	9/13/60	REYNOLDS ALUMINUM and Bordering Knight, Horse and Dragon Design
840,297	U.S.	12/12/67	REYNOLDS METALS

* Wise Alloys LLC is a licensee of the marks listed to be used only in connection with a sale of the assets purchased from Reynolds Metals Company

MEMORANDUM OF SECURITY INTEREST IN TRADEMARKS

United States Department of Commerce
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Ladies and Gentlemen:

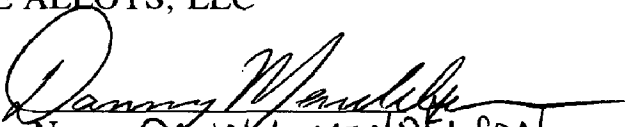
Pursuant to a Security Agreement, dated as of March 31, 1999 (as amended, supplemented or otherwise modified from time to time, the "Security Agreement"), WISE ALLOYS, LLC, a Delaware limited liability company, (the "Assignor"), has granted to FIRST UNION NATIONAL BANK, 301 South College Street, Charlotte, North Carolina 28288, as collateral agent for certain lenders, as Assignee (the "Assignee") a continuing security interest in, and a continuing lien upon, the Trademarks (as such term is defined in the Security Agreement) including the trademarks listed on the annexed Exhibit A, and all applications, registrations, renewals and proceeds (including accounts receivable and royalties) thereof (the "Trademarks"), together with the goodwill of the business connected with the use of and symbolized by the Trademarks. The Assignee's security interest in the Trademarks can only be terminated in accordance with the terms of the Security Agreement.

Dated: March 31, 1999

Very truly yours,

WISE ALLOYS, LLC

By:


Name: DANNY MENDELSON
Title: AUTHORIZED PERSON

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