

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ALCAN, INC.		01/01/2008	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	RIO TINTO CANADA HOLDING INC.
Street Address:	1188 Sherbrooke Street West
City:	Montreal, Quebec
State/Country:	CANADA
Postal Code:	H3A 3G2
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	77064265	N2

CORRESPONDENCE DATA

Fax Number: (860)286-0115
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (860)286-2929
 Email: TM-CT@cantorcolburn.com
 Correspondent Name: George A. Pelletier, Jr.
 Address Line 1: Cantor Colburn LLP
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 Address Line 4: Hartford, CONNECTICUT 06103-3207

ATTORNEY DOCKET NUMBER: GER0969TUS

DOMESTIC REPRESENTATIVE

Name: George A. Pelletier, Jr.

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**TRADEMARK
 REEL: 004076 FRAME: 0864**

Address Line 1: Cantor Colburn LLP
Address Line 2: 20 Church Street, 22nd Floor
Address Line 4: Hartford, CONNECTICUT 06103-3207

NAME OF SUBMITTER:	George A. Pelletier, Jr.
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Signature:	/gapjr/
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Date:	10/12/2009
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Total Attachments: 7

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Industry Canada Industrie Canada
Canada Business Loi canadienne sur
Corporations Act les sociétés par actions

I HEREBY CERTIFY THAT THE
ATTACHED IS A TRUE COPY OF THE
DOCUMENT MAINTAINED IN THE
RECORDS OF THE DIRECTOR.

JE CERTIFIE, PAR LES PRÉSENTES, QUE LE
DOCUMENT CI-JOINT EST UNE COPIE
EXACTE D'UN DOCUMENT CONTENU
DANS LES LIVRES TENUS PAR LE
DIRECTEUR.

Deputy Director - Directeur adjoint

Date



Canada



**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

RIO TINTO CANADA HOLDING INC.

446274-2

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Richard G. Shaw
Director - Directeur

January 1, 2008 / le 1 janvier 2008

Date of Amalgamation - Date de fusion



Industry Canada Industrie Canada
 Canada Business Corporations Act Loi canadienne sur les sociétés par actions

FORM 9
ARTICLES OF AMALGAMATION
(SECTION 185)

FORMULAIRE 9
STATUTS DE FUSION
(ARTICLE 185)

1 - Name of the Amalgamated Corporation **RIO TINTO CANADA HOLDING INC** Dénomination sociale de la société issue de la fusion

2 - The province or territory in Canada where the registered office is to be situated **Quebec** La province ou le territoire au Canada où se situera le siège social

3 - The classes and any maximum number of shares that the corporation is authorized to issue **See Schedule 1 annexed hereto and forming an integral part hereof.** Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

4 - Restrictions, if any, on share transfers **See Schedule 2 annexed hereto and forming an integral part hereof.** Restrictions sur le transfert des actions, s'il y a lieu

5 - Number (or minimum and maximum number) of directors **Minimum : 1, Maximum : 10** Nombre (ou nombre minimal et maximal) d'administrateurs

6 - Restrictions, if any, on business the corporation may carry on **None** Limites imposées à l'activité commerciale de la société, s'il y a lieu

7 - Other provisions, if any **See Schedule 3 annexed hereto and forming an integral part hereof.** Autres dispositions, s'il y a lieu

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après

- 183
- 184(1)
- 184(2)

9 - Name of the amalgamating corporations Dénomination sociale des sociétés fusionnantes	Corporation No N° de la société	Signature	Date	Title Titre	Tel. No N° de tél.
Rio Tinto Canada Holding Inc	680174-9	<i>[Signature]</i>	21/12/07	Vice-President and Secretary	514 841 2404
Alcan Inc	310145-2	<i>[Signature]</i>	21/12/07	Corporate Secretary	514 848 1575

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SCHEDULE 1

The Corporation shall be authorized to issue an unlimited number of common shares and an unlimited number of preferred shares, which shall respectively carry and be subject to the following rights, privileges, restrictions and conditions:

I. Common Shares

- A. **Dividends.** After payment to the holders of the preferred shares and the holders of any other class of shares ranking ahead of the common shares, the holders of the common shares shall be entitled to receive, as and when declared by the board of directors out of the moneys of the Corporation properly applicable to the payment of dividends, dividends in such amounts and payable at such times as the board of directors shall determine.
- B. **Liquidation.** In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, after payment to the holders of the preferred shares and the holders of any other class of shares of the Corporation ranking ahead of the common shares of the amounts which they are entitled to receive in any such event, the remaining assets of the Corporation shall be paid to or distributed equally and rateably among the holders of the common shares.
- C. **Voting rights.** Each common share of the Corporation shall entitle the holder thereof to one vote at any meeting of shareholders except at a meeting where only the holders of a class or a series are entitled to vote.
- D. **Class vote.** The holders of the common shares shall not be entitled to vote separately as a class in the case of an amendment to the articles of the Corporation referred to in paragraphs 176(1)(a), 176(1)(b) and 176(1)(e) of the *Canada Business Corporations Act*.

II. Preferred Shares

The rights, privileges, restrictions and conditions attaching to the preferred shares as a class shall be as follows:

- A. **Issue in series.** The preferred shares shall be issuable at any time and from time to time in one or more series and the board of directors of the Corporation shall have the right, from time to time, by way of simple resolution, to fix the number of, and to prescribe the designation, rights, privileges, restrictions and conditions attaching to the preferred shares of each series including, without limitation, the rate or the

amount or the method of calculation and the method of payment of dividends, cumulative or non-cumulative, the conditions, price and method of redemption, retraction or purchase, the conversion or exchange privileges, if any, and the terms of such privileges.

- B. **Dividends.** The holders of any series of the preferred shares shall be entitled to receive in priority to the holders of shares of any other class of the Corporation ranking subordinate to the preferred shares, as and when declared by the board of directors of the Corporation, dividends in the amounts prescribed or determinable in accordance with the rights, privileges, restrictions and conditions attaching to the series of such preferred shares as prescribed by the board of directors of the Corporation.
- C. **Liquidation.** Upon any liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding-up its affairs, before any amount shall be paid to or any assets distributed among the holders of shares of any other class of the Corporation ranking subordinate to the preferred shares, the holders of the preferred shares shall be entitled to receive with respect to the shares of each series thereof all amounts which may be prescribed to be payable thereon in respect of return of capital, premium and dividends remaining unpaid, including all cumulative dividends, whether or not declared. After payment to the holders of the preferred shares of the amounts prescribed to be payable to them, they shall not be entitled to share in any further distribution of the assets of the Corporation.
- D. **Voting rights.** Subject to the provisions of the *Canada Business Corporations Act*, the holders of the preferred shares shall not be entitled to receive any notice of or attend any meeting of shareholders of the Corporation and shall not be entitled to vote at any such meeting.
- E. **Class vote.** The holders of the preferred shares shall not be entitled to vote separately as a class and, unless the articles of the Corporation otherwise provide, the holders of any series of the preferred shares shall not be entitled to vote separately as a series, in the case of an amendment to the articles of the Corporation referred to in paragraphs 176(1)(a), 176(1)(b) and 176(1)(e) of the *Canada Business Corporations Act*.
- F. **Procedure at shareholders' meetings.** Any meeting of shareholders at which the holders of the preferred shares are required or entitled by law to vote separately as a class or as a series shall, unless the articles of the Corporation otherwise provide, be called and conducted in accordance with the provisions of the *Canada Business Corporations Act*, as supplemented by the by-laws of the Corporation. At any such meeting such holders of preferred shares shall be entitled to one vote for each share held.

SCHEDULE 2

No share of the Corporation may be transferred unless its transfer complies with the restriction on the transfer of securities set out at item 7 – Other provisions, if any.

SCHEDULE 3

No security of the Corporation, other than a non-convertible debt security, may be transferred without the consent of:

- (a) the board of directors of the Corporation, expressed by a resolution duly passed at a meeting of the directors;
- (b) a majority of the directors of the Corporation, expressed by an instrument or instruments in writing signed by such directors;
- (c) the holders of the voting shares of the Corporation, expressed by a resolution duly passed at a meeting of the holders of voting shares; or
- (d) the holders of the voting shares of the Corporation representing a majority of the votes attached to all the voting shares, expressed by an instrument or instruments in writing signed by such holders.