

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
	Alcan Inc.		12/21/2007
			Entity Type
			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:	H3A3G2		
Entity Type:	CORPORATION: CANADA		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	1765538	NUAL
CORRESPONDENCE DATA			
Fax Number:	2026373593		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	202-383-0198		
Email:	eteas@sutherland.com		
Correspondent Name:	Elisabeth A. Langworthy, SUTHERLAND		
Address Line 1:	1275 Pennsylvania Ave., NW		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20004-2415		
ATTORNEY DOCKET NUMBER:	29897-0132		
DOMESTIC REPRESENTATIVE			
Name:	Elisabeth A. Langworthy, SUTHERLAND		

CH \$40.00 1765538

Address Line 1: 1275 Pennsylvania Ave., NW
Address Line 4: Washington, DISTRICT OF COLUMBIA 20004-2415

NAME OF SUBMITTER:	Elisabeth A. Langworthy
Signature:	/Elisabeth A. Langworthy/
Date:	07/17/2012

Total Attachments: 9

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**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



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

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

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

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

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

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

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

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		21/12/07	Vice-President and Secretary	514.841.2404
Alcan Inc.	310145-2		21/12/07	Corporate Secretary	514.848.1575

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4462742

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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.



Initial Registered Office Address and First Board of Directors

(To be filed with Articles of Incorporation, Amalgamation and Continuance)
(Sections 19 and 106 of the *Canada Business Corporations Act (CBCA)*)

Form 2

Changes to the registered office or the board of directors are to be made by filing Form 3 — Change of Registered Office Address or Form 6 — Changes Regarding Directors.

Instructions

4 At least 25 per cent of the directors of a corporation must be Canadian residents. If a corporation has four directors or less, at least one director must be a Canadian resident (subsection 105(3) of the *Canada Business Corporations Act (CBCA)*).

If the corporation is a "distributing" corporation, there must be at least three directors.

However, the board of directors of corporations operating in uranium mining, book publishing and distribution, book sale or film and video distribution must be comprised of a majority of Canadian residents (subsection 105(3.1) of the CBCA). If the space available is insufficient, please attach a schedule to the form.

5 Declaration

In the case of an incorporation, this form must be signed by the incorporator. In the case of an amalgamation or a continuance, this form must be signed by a director or an officer of the corporation (subsection 262.(2) of the CBCA).

General

The information you provide in this document is collected under the authority of the CBCA and will be stored in personal information bank number IC/PPU-049. Personal information that you provide is protected under the provisions of the *Privacy Act*. However, public disclosure pursuant to section 266 of the CBCA is permitted under the *Privacy Act*.

If you require more information, please consult our website at www.corporationscanada.ic.gc.ca or contact us at 613-941-9042 (Ottawa region), toll-free at 1-866-333-5556 or by email at corporationscanada@ic.gc.ca.

File documents online
(except for Articles of Amalgamation):
**Corporations Canada Online
Filing Centre:**
www.corporationscanada.ic.gc.ca

Or send documents by mail:
**Director General,
Corporations Canada
Jean Edmonds Tower South
9th Floor
365 Laurier Ave. West
Ottawa ON K1A 0C8**

By Facsimile:
613-941-0999

1	Corporation name
RIO TINTO CANADA HOLDING INC.	

2	Address of registered office (must be a street address, a P.O. Box is not acceptable)	
1188 Sherbrooke Street West		
<small>NUMBER AND STREET NAME</small>		
Montreal	Quebec	H3A 3G2
<small>CITY</small>	<small>PROVINCE/TERRITORY</small>	<small>POSTAL CODE</small>

3	Mailing address (if different from the registered office)	
<small>SAME AS ABOVE</small> <input checked="" type="checkbox"/>		
<small>ATTENTION OF</small>		
<small>NUMBER AND STREET NAME</small>		
<small>CITY</small>	<small>PROVINCE/TERRITORY</small>	<small>POSTAL CODE</small>

4 Members of the board of directors			
<small>FIRST NAME</small>	<small>LAST NAME</small>	<small>RESIDENTIAL ADDRESS (must be a street address, a P.O. Box is not acceptable)</small>	<small>CANADIAN RESIDENT (Yes/No)</small>
Richard B.	Evans	1285 Redpath Crescent, Montreal, Quebec, H3G 1A1	No
Phillip	Strachan	10 Saint-Jacques Street, PH 1002, Montreal, Quebec, H2Y 1L3	No
Jacynthe	Côté	12 D'Armagnac Street, Candiac, Quebec, J5R 6E2	Yes

5	Declaration
I hereby certify that I have relevant knowledge and that I am authorized to sign and submit this form.	
<small>SIGNATURE</small>	<small>TELEPHONE NUMBER</small>
Michel L. Jutras	(514) 841-2404
<small>PRINT NAME</small>	<small>TELEPHONE NUMBER</small>
Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).	

IN THE MATTER OF THE
CANADA BUSINESS CORPORATIONS ACT
AND OF
ARTICLES OF AMALGAMATION FILED PURSUANT TO SECTION 185
THEREOF UNDER THE NAME

RIO TINTO CANADA HOLDING INC.

STATUTORY DECLARATION

I, Michel L. Jutras, residing and domiciled at 730 Hocquart Street, Laval, Quebec, H7E 3N7, do solemnly declare that:


1. I am the Vice-President and Secretary of Rio Tinto Canada Holding Inc., one of the amalgamating corporations, and I have personal knowledge of the matters herein declared.
2. I have satisfied myself that there are reasonable grounds for believing that:
 - a) Each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
 - b) The realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - c) No creditor will be prejudiced by the amalgamation.

AND I make this solemn declaration conscientiously believing it to be true and knowing that it is of the same force and effect as if made under oath and by virtue of the *Canada Evidence Act*.

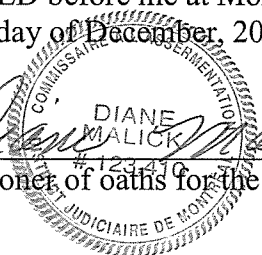


Michel L. Jutras

DECLARED before me at Montreal, Quebec,
this 21st day of December, 2007.



Commissioner of oaths for the District of
Montreal



IN THE MATTER OF THE
CANADA BUSINESS CORPORATIONS ACT
AND OF
ARTICLES OF AMALGAMATION FILED PURSUANT TO SECTION 185
THEREOF UNDER THE NAME

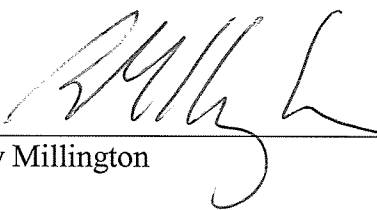
RIO TINTO CANADA HOLDING INC.

STATUTORY DECLARATION

I, Roy Millington, residing and domiciled at 483 Strathcona Avenue, Westmount, Quebec, H3Y 2X2, do solemnly declare that:

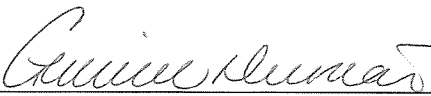
1. I am the Corporate Secretary of Alcan Inc., one of the amalgamating corporations, and I have personal knowledge of the matters herein declared.
2. I have satisfied myself that there are reasonable grounds for believing that:
 - a) Each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
 - b) The realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - c) No creditor will be prejudiced by the amalgamation.

AND I make this solemn declaration conscientiously believing it to be true and knowing that it is of the same force and effect as if made under oath and by virtue of the *Canada Evidence Act*.



Roy Millington

DECLARED before me at Montreal, Quebec,
this 20 day of December, 2007.



Commissioner of oaths for the District of
Montreal

