

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	06/01/2010		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
AlSCO Metals, LLC		06/01/2010	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Aleris Rolled Products, Inc.		
Street Address:	25825 Science Park Drive		
Internal Address:	Suite 400		
City:	Beachwood		
State/Country:	OHIO		
Postal Code:	44122		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1793386	ALSCO	
Registration Number:	1717481	ALSCO	
CORRESPONDENCE DATA			
Fax Number:	2166960740		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	216-861-7864		
Email:	clevelandip@bakerlaw.com		
Correspondent Name:	Deborah A. Wilcox		
Address Line 1:	1900 East 9th Street		
Address Line 2:	Suite 3200		
Address Line 4:	Cleveland, OHIO 44114		
ATTORNEY DOCKET NUMBER:	042594		

TRADEMARK

NAME OF SUBMITTER:	Deborah A. Wilcox
Signature:	/Deborah A. Wilcox/
Date:	09/14/2012
<p>Total Attachments: 12</p> <p>source=Merger ALSCO Metals LLC into Aleris Rolled Products Inc#page1.tif source=Merger ALSCO Metals LLC into Aleris Rolled Products Inc#page2.tif source=Merger ALSCO Metals LLC into Aleris Rolled Products Inc#page3.tif source=Merger ALSCO Metals LLC into Aleris Rolled Products Inc#page4.tif source=Merger ALSCO Metals LLC into Aleris Rolled Products Inc#page5.tif source=Merger ALSCO Metals LLC into Aleris Rolled Products Inc#page6.tif source=Merger ALSCO Metals LLC into Aleris Rolled Products Inc#page7.tif source=Merger ALSCO Metals LLC into Aleris Rolled Products Inc#page8.tif source=Merger ALSCO Metals LLC into Aleris Rolled Products Inc#page9.tif source=Merger ALSCO Metals LLC into Aleris Rolled Products Inc#page10.tif source=Merger ALSCO Metals LLC into Aleris Rolled Products Inc#page11.tif source=Merger ALSCO Metals LLC into Aleris Rolled Products Inc#page12.tif</p>	

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ALSCO METALS, LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "ALERIS ROLLED PRODUCTS, INC." UNDER THE NAME OF "ALERIS ROLLED PRODUCTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF JUNE, A.D. 2010, AT 12:08 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JUNE, A.D. 2010, AT 1:05 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



4766959 8100M

100613105

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8031530

DATE: 06-02-10

TRADEMARK
REEL: 004861 FRAME: 0960

CERTIFICATE OF MERGER
FOR THE MERGER OF
ALSCO METALS, LLC
INTO
ALERIS ROLLED PRODUCTS, INC.

Pursuant to Section 264 of the
General Corporation Law of the State of Delaware and
Section 18-209 of the Delaware Limited Liability Company Act

On this 1st day of June, 2010, the undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That the name and jurisdiction of domicile, formation or organization of each of the constituent entities in the merger is as follows:

<u>Name</u>	<u>State of Organization</u>
AlSCO Metals, LLC	Delaware
Aleris Rolled Products, Inc.	Delaware

SECOND: That an Agreement and Plan of Merger dated June 1, 2010 between AlSCO Metals, LLC and Aleris Rolled Products, Inc. (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Section 264(c) of the General Corporation Law of the State of Delaware ("DGCL"), Section 18-209(b) of the Delaware Limited Liability Company Act, and, with respect to Aleris Rolled Products, Inc., Section 228 of the DGCL.

THIRD: That the name of the surviving corporation of the merger is Aleris Rolled Products, Inc. (the "Surviving Corporation").

FOURTH: The Certificate of Incorporation of Aleris Rolled Products, Inc. as in effect immediately prior to the merger shall be the Certificate of Incorporation of the Surviving Corporation.

FIFTH: That the merger is to become effective as of 1:05 p.m. Eastern Daylight Time on June 1, 2010.

SIXTH: That the executed Merger Agreement is on file at an office and place of business of the Surviving Corporation. The address of such office is: 25825 Science Park Drive, Suite 400, Beachwood, Ohio, 44122.

SEVENTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of the corporation or any member of the limited liability company.

[Signature Page Follows]

IN WITNESS WHEREOF, Aleris Rolled Products, Inc. has caused this Certificate of Merger to be executed by its duly authorized officer on the date first written above.

Aleris Rolled Products, Inc.

By: 
Name: Sean M. Stack
Title: President

[Signature Page to Certificate of Merger – Rolled Products Reference #72]

AGREEMENT AND PLAN OF MERGER
OF
ALSCO METALS, LLC
INTO
ALERIS ROLLED PRODUCTS, INC.

AGREEMENT AND PLAN OF MERGER, dated June 1, 2010 (this "Agreement"), by and between Aleris Rolled Products, Inc., a Delaware corporation ("CORP"), and AlSCO Metals, LLC, a Delaware limited liability company ("LLC"), pursuant to the General Corporation Law of the State of Delaware (the "DGCL") and the Delaware Limited Liability Company Act ("DLLCA"). CORP and LLC are hereinafter together referred to as the "Constituent Entities."

WHEREAS, the requisite number of members of LLC have approved this Agreement and the consummation of the Merger;

WHEREAS, the board of directors of the CORP has approved and declared the advisability of this Agreement and the consummation of the Merger; and

WHEREAS, immediately prior to the Merger, all the limited liability company interests in LLC are held by CORP.

NOW, THEREFORE, in consideration of the promises and the agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, the parties agree as follows:

1. Merger; Effective Time.

1.1. At the Effective Time (as defined in Section 1.2), LLC shall be merged with and into CORP and the separate existence of LLC shall thereupon cease (the "Merger"). CORP shall be the Surviving Corporation in the Merger in accordance with Section 264 of the DGCL and Section 18-209 of the DLLCA and shall continue to be governed by the laws of the state of Delaware and the separate corporate existence of CORP with all its rights, privileges, immunities, powers and franchises shall continue unaffected by the Merger. CORP shall file a certificate of merger (the "Certificate of Merger") with the Secretary of State of the State of Delaware and make all other filings or recordings required by Delaware law in connection with the Merger. The Merger shall have the effects specified in this Agreement and the DGCL.

1.2. The Merger shall be effective upon the filing of a Certificate of Merger with the Secretary of State of the State of Delaware or such later time as may be provided for in the Certificate of Merger (the "Effective Time").

1.3. At the Effective Time, the Surviving Corporation shall succeed to all rights, privileges, powers, franchises and property of the Constituent Entities, and shall be subject to all the debts, liabilities and duties of each of the Constituent Entities in the same

manner as if the Surviving Corporation has itself incurred them, all with the effect set forth in the DGCL and the DLLCA.

2. Name of Surviving Corporation; Certificate of Incorporation; Bylaws; Directors; and Officers.

2.1. Name of Surviving Corporation. The name of the Surviving Corporation after the Effective Time shall be Aleris Rolled Products, Inc.

2.2. Certificate of Incorporation. The Certificate of Incorporation of CORP, as in effect immediately prior to the Effective Time, shall, from and after the Effective Time, be and continue to be the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the terms thereof and the DGCL.

2.3. Bylaws. The bylaws of CORP, as in effect immediately prior to the Effective Time, shall, from and after the Effective Time, be and continue to be the bylaws of the Surviving Corporation until duly amended in accordance with the terms thereof and the DGCL.

2.4. Directors. The directors of CORP immediately prior to the Effective Time shall, from and after the Effective Time, be the directors of the Surviving Corporation, each of whom shall hold office until his or her respective successor is elected and shall qualify in accordance with law and the bylaws of CORP.

2.5. Officers. The officers of CORP immediately prior to the Effective Time shall, from and after the Effective Time, be the officers of the Surviving Corporation, each of whom shall hold office until his or her respective successor is elected and shall qualify in accordance with the bylaws of CORP.

3. Conversion or Cancellation of Shares. At the Effective Time, by virtue of the Merger and without any other action on the part of CORP or LLC:

3.1. each limited liability company interest in LLC which shall be outstanding immediately prior to the Effective Time, and all rights in respect thereof shall be cancelled and extinguished without any payment of any consideration therefor, and shall thereafter cease to exist; and

3.2. each share of common stock, par value \$0.01 per share, of CORP outstanding immediately prior to the Effective Time, and all rights in respect thereof shall remain outstanding and represent a share of common stock of the Surviving Company, and each such share shall have the identical designation, preferences, limitations and relative rights immediately after the Effective Time as such share had immediately prior to the Effective Time.

4. Miscellaneous.

4.1. Effects of Merger. From and after the Effective Time, the status, rights and liabilities of, and the effect of the Merger on, each of the Constituent Entities shall be as provided in Section 259 of the DGCL. At any time, and from time to time, after the Effective Time, the authorized officers of the Surviving Corporation, may, in the name of CORP, execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other actions as the Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Corporation title to and possession of all of CORP's property, rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purposes of this Agreement and the Merger.

4.2. Execution in Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

4.3. Amendment and Termination. Any provision of this Agreement may, subject to applicable law, be amended or waived prior to the Effective Time if, and only if, such amendment or waiver is in writing and signed on behalf of CORP and LLC. At any time prior to the Effective Time, this Agreement may be terminated by mutual written consent of LLC and the Board of Directors of CORP.

4.4. Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Delaware, without regard to conflicts of law rules.

4.5. Headings. The headings in this Agreement are for reference only and shall not affect the interpretation of this Agreement.

4.6. Severability. If any provision of this Agreement is invalid or unenforceable, the balance of this Agreement shall remain in effect.

[Signature Page Follows]

IN WITNESS WHEREOF, this Agreement has been executed by each of the
Constituent Entities as of the date first written above.

ALERIS ROLLED PRODUCTS, INC.

By: 

Name: Sean M. Stack

Title: President

ALSCO METALS, LLC

By: 

Name: Sean M. Stack

Title: President

[Signature Page to Agreement and Plan of Merger-Rolled Products Reference #72]

WRITTEN CONSENT OF THE SOLE MEMBER
OF
ALERIS LIGHT GAUGE PRODUCTS, LLC
ALSCO METALS, LLC
COMMONWEALTH ALUMINUM LEWISPORT, LLC
COMMONWEALTH ALUMINUM METALS, LLC
IMCO RECYCLING OF OHIO, LLC

June 1, 2010

Pursuant to Section 18-302(d) of the
Delaware Limited Liability Company Act (the “Act”)

The undersigned, being the sole member (the “Sole Member”) of Aleris Light Gauge Products, LLC, a Delaware limited liability company (“Aleris Light Gauge”), ALSCO Metals, LLC, a Delaware limited liability company (“ALSCO Metals”), Commonwealth Aluminum Lewisport, LLC, a Delaware limited liability company (“Lewisport”), Commonwealth Aluminum Metals, LLC, a Delaware limited liability company (“Aluminum Metals”) and IMCO Recycling of Ohio, LLC, a Delaware limited liability company (“IMCO of OH” and, together with Aleris Light Gauge, ALSCO Metals, Lewisport and Aluminum Metals, the “Companies”), hereby consents to the adoption of the following resolutions:

WHEREAS, the Companies are involved in a restructuring (the “Restructuring”) contemplated by the Joint Plan of Reorganization of Aleris International, Inc. and its affiliated debtors under Chapter 11 of the United States Bankruptcy Code.

I. Appointment of Officers of Aleris Light Gauge

RESOLVED, that the following persons be, and each of them hereby is, elected to the offices of Aleris Light Gauge set forth below opposite their respective names, each to hold office until his successor is duly elected and qualified:

<u>Name of Officer</u>	<u>Title</u>
Sean M. Stack	President
Christopher R. Clegg	Vice President, Secretary and Assistant Treasurer
Scott A. McKinley	Vice President, Treasurer and Assistant Secretary

II. Merger of Aleris Light Gauge

RESOLVED, that in connection with the transactions contemplated by the Restructuring, the Sole Member determined that it is advisable and in the best interests of Aleris Light Gauge that

Aleris Light Gauge merge with and into the Sole Member, a Delaware corporation and the holder of all the outstanding interests of Aleris Light Gauge, with the Sole Member surviving such merger, pursuant to and in accordance with the terms of that certain Agreement and Plan of Merger by and between Aleris Light Gauge and the Sole Member; and

FURTHER RESOLVED, that the merger be, and it hereby is, authorized, ratified and approved in all respects by the Sole Member.

III. Appointment of Officers of ALSCO Metals

RESOLVED, that the following persons be, and each of them hereby is, elected to the offices of ALSCO Metals set forth below opposite their respective names, each to hold office until his successor is duly elected and qualified:

<u>Name of Officer</u>	<u>Title</u>
Sean M. Stack	President
Christopher R. Clegg	Vice President, Secretary and Assistant Treasurer
Scott A. McKinley	Vice President, Treasurer and Assistant Secretary

IV. Merger of ALSCO Metals

RESOLVED, that in connection with the transactions contemplated by the Restructuring, the Sole Member determined that it is advisable and in the best interests of ALSCO Metals that ALSCO Metals merge with and into the Sole Member, a Delaware corporation and the holder of all the outstanding interests of ALSCO Metals, with the Sole Member surviving such merger, pursuant to and in accordance with the terms of that certain Agreement and Plan of Merger by and between ALSCO Metals and the Sole Member; and

FURTHER RESOLVED, that the merger be, and it hereby is, authorized, ratified and approved in all respects by the Sole Member.

V. Merger of Lewisport

RESOLVED, that in connection with the transactions contemplated by the Restructuring, the Sole Member determined that it is advisable and in the best interests of Lewisport that Lewisport merge with and into the Sole Member, a Delaware corporation and the holder of all the outstanding interests of Lewisport, with the Sole Member surviving such merger, pursuant to and in accordance with the terms of that certain Agreement and Plan of Merger by and between Lewisport and the Sole Member; and

FURTHER RESOLVED, that the merger be, and it hereby is, authorized, ratified and approved in all respects by the Sole Member.

VI. Amendment to Certificate of Formation of Aluminum Metals

RESOLVED, that in connection with the transactions contemplated by the Restructuring, the Sole Member has determined that it is advisable and in the best interests of Aluminum Metals that Aluminum Metal's certificate of formation (the "AM COF") be amended in accordance with Section 18-202 of the Act to change its name to "Aleris Rolled Products, LLC"; and

FURTHER RESOLVED, that the amendment to the AM COF be, and it hereby is, authorized, ratified and approved in all respects by the Sole Member.

VII. Appointment of Officers of IMCO of OH

RESOLVED, that the following persons be, and each of them hereby is, elected to the offices of IMCO of OH set forth below opposite their respective names, each to hold office until his successor is duly elected and qualified:

<u>Name of Officer</u>	<u>Title</u>
Sean M. Stack	President
Christopher R. Clegg	Vice President, Secretary and Assistant Treasurer
Scott A. McKinley	Vice President, Treasurer and Assistant Secretary

VIII. General Authorization


RESOLVED, that any officer of the Companies be, and each of them hereby is, authorized, empowered and directed, for and on behalf of the Companies, to take any and all actions, to negotiate for and enter into agreements and amendments to agreements, to perform all such acts and things, to execute, file, deliver or record in the name and on behalf of the Companies, all such certificates, instruments, agreements or other documents, and to make all such payments as they, in their judgment, or in the judgment of any one or more of them, may deem necessary, advisable or appropriate in order to carry out the purpose and intent of, or consummate the transactions contemplated by, the foregoing resolution and/or all of the transactions contemplated therein or thereby, the authorization therefor to be conclusively evidenced by the taking of such action or the execution and delivery of such certificates, instruments, agreements or documents.

RESOLVED, that all actions taken prior to the adoption of these resolutions by any officer of the Companies in connection with the matters referred to herein that would have been within the authority conferred hereby had these resolutions predated such actions be, and they hereby are, ratified and approved.

* * * *

IN WITNESS WHEREOF, the undersigned, being the sole member of the Companies,
has executed this written consent as of the date first written above.

ALERIS ROLLED PRODUCTS, INC.

By: 
Name: _____
Title: _____

[Signature Page to Rolled Products Omnibus Member Consent/Ref: 72, 73, 74, 77]

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