

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Transfer of Security Interest (Trademarks)		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bank of America, N.A.		05/13/2013	National Banking Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	Wells Fargo Bank, National Association		
Street Address:	110 Abernathy Road		
Internal Address:	Suite 1600		
City:	Atlanta		
State/Country:	GEORGIA		
Postal Code:	30328		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 13			
Property Type	Number	Word Mark	
Registration Number:	1744280	ALPUR	
Registration Number:	2182802	BBQ BUDDY	
Registration Number:	2670686	FF2	
Registration Number:	2246994	FF2	
Registration Number:	2490308	FF3	
Registration Number:	3250932	J73A	
Registration Number:	2490097	JUMBO 3CM	
Registration Number:	3119944	NOVELIS	
Registration Number:	3716665	NOVELIS FUSION	
Registration Number:	3457730	NOVELIS KING CAN	
Registration Number:	1577805	PARTYWARE	
Registration Number:	1405479	PHILADELPHIA STYLE	
Registration Number:	979759	ROYALE	

TRADEMARK

**CORRESPONDENCE DATA**

Fax Number: 9177777373

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 212-735-3000

Email: andrew.patrick@skadden.com

Correspondent Name: Skadden Arps Slate Meagher & Flom LLP

Address Line 1: Four Times Square

Address Line 2: Attn: Elaine Ziff, Esq.

Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	597600/39
NAME OF SUBMITTER:	Elaine Ziff
Signature:	/eziff/
Date:	05/22/2013
Total Attachments: 5 source=Novelis Transfer of Existing Trademark SA#page1.tif source=Novelis Transfer of Existing Trademark SA#page2.tif source=Novelis Transfer of Existing Trademark SA#page3.tif source=Novelis Transfer of Existing Trademark SA#page4.tif source=Novelis Transfer of Existing Trademark SA#page5.tif	

**NOTICE OF TRANSFER OF EXISTING SECURITY INTEREST (TRADEMARKS)**

This NOTICE OF TRANSFER OF EXISTING SECURITY INTEREST (TRADEMARKS) ("Notice"), dated as of May 13, 2013, is made by BANK OF AMERICA, N.A., a national banking association located at 135 S. LaSalle, Suite 927, IL4-135-09-27, Chicago, IL 60603 ("BofA"), in its capacity as Collateral Agent under the Original Credit Agreement (as defined below) (in such capacity, the "Existing Agent") and WELLS FARGO BANK, NATIONAL ASSOCIATION, a national banking association located at 1100 Abernathy Road, Suite 1600, Atlanta, GA 30328 ("Wells Fargo"), in its capacity as Successor Agent (as defined below).

Reference is made to that certain Credit Agreement, dated as of December 17, 2010 (as amended, supplemented or otherwise modified from time to time prior to the date hereof, the "Original Credit Agreement") as amended and restated as of the date hereof (the "Amended and Restated Credit Agreement"), among Novelis Inc, a corporation amalgamated under the Canada Business Corporations Act, Novelis Corporation, a Texas corporation, and the other U.S. subsidiaries of the Parent Borrower signatory thereto as borrowers, Novelis UK LTD, a limited liability company incorporated under the laws of England and Wales with registered number 00279596, Novelis Deutschland GmbH, a limited liability company (*Gesellschaft mit beschränkter Haftung*) organized under the laws of the Federal Republic of Germany, Novelis AG, a stock corporation (AG) organized under the laws of Switzerland, AV Metals Inc., a corporation formed under the Canada Business Corporations Act, the Subsidiary Guarantors party thereto (as defined therein), the Lenders party thereto, Wells Fargo, as Administrative Agent and Collateral Agent, and the other parties thereto. Capitalized terms used herein and not otherwise defined shall have the respective meanings assigned to such terms in the Amended and Restated Credit Agreement.

Pursuant to the Agency Resignation, Transfer and Appointment Notice, dated as of the date hereof (the "Agency Resignation"), made by BofA, in its capacities as Administrative Agent, as Collateral Agent and as fondé de pouvoir under the Original Credit Agreement, effective immediately prior to the effectiveness of the Amended and Restated Credit Agreement: (i) BofA resigned as Administrative Agent, as Collateral Agent and as fondé de pouvoir under the Original Credit Agreement, (ii) Wells Fargo was appointed as the successor Administrative Agent, Collateral Agent and fondé de pouvoir under the Original Credit Agreement (in such capacities, the "Successor Agent"), and (iii) BofA transferred and assigned to the Successor Agent, all rights powers and interests in the security interests in and Liens on the Collateral, including but not limited to the Trademarks set forth on Schedule A hereto, heretofore granted to the Existing Agent pursuant to the Loan Documents. Pursuant to the Successor Agent Letter of Acceptance, dated as of the date hereof (the "Agency Acceptance"), made by Wells Fargo, the Successor Agent accepted its appointment as Successor Agent under the Original Credit Agreement. Reference is made to the Agency Resignation and the Agency Acceptance for a complete statement of the terms and conditions of the aforementioned resignation, appointment, transfer and assignment, and acceptance and assumption. In the event of an irreconcilable conflict between this Notice and the Agency Resignation or the Agency Acceptance, the Agency Resignation and the Agency Acceptance shall control.

The purpose of this Notice is to facilitate the recording of the substitution of the Successor Agent as the Secured Party under the Loan Documents in the U.S. Patent and Trademark Office, which lien has heretofore been recorded on January 14, 2011 at Reel 4454/Frame 0921; on January 19, 2011 at Reel 4483/Frame 0471; on February 23, 2011 at Reel 4485/Frame 0262; and on March 15, 2011 at Reel 4497/Frame 0904.

This Notice shall constitute a Loan Document. This Agreement may be signed in counterparts, all of which together shall constitute one and the same instrument. The parties hereto may provide signatures to this Agreement by facsimile or electronic mail (including .pdf form), and such facsimile or electronic mail signatures shall be deemed to be the same as original signatures.

[Signature pages follow.]

IN WITNESS WHEREOF, the parties hereto have caused this NOTICE OF TRANSFER OF EXISTING SECURITY INTEREST (TRADEMARKS) to be duly executed and delivered as of the date first above written.

BANK OF AMERICA, N.A., as Existing Agent

By:   
Name: \_\_\_\_\_  
Title:

[Signature Page to Trademark Transfer Notice]

WELLS FARGO BANK, NATIONAL  
ASSOCIATION,  
as Successor Agent

By: Samantha Alexander  
Name: Samantha Alexander  
Title: Director

[Signature Page to Trademark Transfer Notice]

TRADEMARK  
REEL: 005033 FRAME: 0356

<u>Mark</u>	<u>Reg. No.</u> <u>(App. No.)</u>	<u>Reg. Date</u> <u>(App. Date)</u>	<u>Owner</u>
PARTYWARE	1,577,805	Jan. 16, 1990	Novelis Inc.
PHILADELPHIA STYLE	1,405,479	Aug. 19, 1986	Novelis Corporation
ROYALE	979,759	March 5, 1974	Novelis Corporation