

RECORDED  
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03-16-2001



OMB No. 0651-0011 (exp. 4/94)

101613528

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

WESTWOOD CUSTOM CABINETRY, INC.

- Individuals
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 4, 2000

2. Name and address of receiving party(ies):

Name: ELKAY MANUFACTURING COMPANY

Internal Address: \_\_\_\_\_

Street Address: 2222 Camden Court

City: Oak Brook State: IL ZIP: 60523

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Illinois
- Other

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

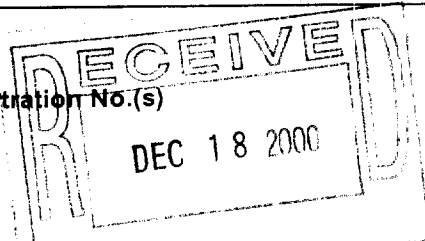
4. Application number(s) or registration number(s):

B. Trademark Application No.(s)

C. Trademark Registration No.(s)

2,337,353

Additional numbers attached? Yes  No



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

Name: Arthur Mead Martin, Esq.

Internal Address: Suite 4400

Street Address: Jenner & Block

One IBM Plaza

City: Chicago State: IL ZIP: 60611

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41)..... \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

10-0460

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

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.

Arthur Mead Martin, Esq.  
Name of Person Signing

Arthur Mead Martin, Esq.  
Signature

Dec. 13, 2000  
Date

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

## ASSIGNMENT

WHEREAS, WESTWOOD CUSTOM CABINETRY, INC. ("Westwood") is an Oregon corporation located at 560 21st Street, S.E., Salem, Oregon 97309, and ELKAY MANUFACTURING COMPANY ("Elkay") is a corporation having its executive offices at 2222 Camden Court, Oak Brook, Illinois 60523; and

WHEREAS, Westwood is the owner of the mark SCHULER (for kitchen cabinets, bathroom cabinets and vanities, medicine cabinets, and related accessories, namely, wood and plastic knobs, non-metal hinges, moldings, mirrors, racks, shelves, drawers, and dividers for drawers, in International Class 20 (prior U.S. Classes 2, 13, 22, 25, 32 and 50)) registered April 4, 2000 (Reg. No. 2,337,353) (the "Trademark") and the trade name "Schuler" (the "Name") and Elkay wishes to acquire the Trademark and the Name and all rights associated with them;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. **Assignment.** Westwood hereby assigns, transfers and conveys to Elkay all right, title and interest throughout the world in and to the Trademark and the Name (collectively, the "Assigned Materials"), and in and to all registrations and applications for registration thereof, and all of its rights and privileges pertaining to the Assigned Materials, including without limitation the good will of the business symbolized by the Trademark and the right, if any, to sue or bring other actions for past, present and future infringement of any of the Assigned Materials.

2. **Authorization of Patent and Trademark Office to Record.** Westwood agrees that this assignment shall be deemed a full legal and formal equivalent of any assignment, consent to file or like document which may be required in any country for any purpose regarding the subject matter hereof, as well as constituting proof of the right of Elkay or its successors, assigns or nominees to apply for trademark or other protection for the Assigned Materials and to claim the aforesaid benefits of the right of priority provided by any international convention that may be applicable thereto.

3. **Representation and Warranty.** Westwood hereby represents and warrants that, to the best of its information, knowledge and belief, it is the sole and exclusive owner of all right, title and interest in and to the Assigned Materials, and there are no liens, encumbrances, mortgages, security interests or other claims thereon.

4. **Documentation.** Upon execution of this Assignment, Westwood shall turn over or shall cause to be turned over to Elkay all documentation relating to Westwood's right, title and

interest in the Assigned Materials, including without limitation the original certificate of registration of the Trademark and all files relating to the prosecution of the application to register the Trademark or to renew that registration.

5. **Limited License.** Elkay hereby grants to Westwood a non-exclusive, non-transferable, royalty-free right and license, without right of sublicense, to use the Assigned Materials in connection with the conduct of its business, subject to the direction and control of Elkay or a nominee of Elkay. Such right and license shall be effective on the date hereof and if not sooner terminated shall expire at the close of business on December 31, 2000, without any action or the execution and delivery of any instrument of termination by any party.

6. **Further Assurances.** Westwood agrees to take such further action and to execute such additional documents as Elkay may reasonably and lawfully request to effect or confirm the conveyance to Elkay of the Assigned Materials.

IN WITNESS WHEREOF, the parties hereto have executed this Assignment as of the last date set forth below.

ELKAY MANUFACTURING COMPANY

By:  \_\_\_\_\_

Name: John P. Edl

Title: President

Date: December 4, 2000

WESTWOOD CUSTOM CABINETRY, INC.

By:  \_\_\_\_\_

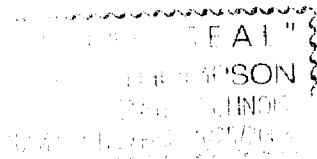
Name: Stanley R. Bandur

Title: President

Date: December 4, 2000

STATE OF Illinois )  
 )  
COUNTY OF DuPage )

On this 2<sup>nd</sup> day of December, 2000,  
before me, a Notary Public, personally appeared Stanley R,  
Bandur, personally known to me (or proved to me on the basis  
of satisfactory evidence) to be the President of Westwood  
Custom Cabinetry, Inc. and the person whose name is subscribed  
to the within instrument on behalf of that corporation, and  
acknowledged to me that he executed the same.



Sharon S. Thompson  
Notary Public in and for said State

STATE OF Illinois )  
 )  
COUNTY OF DuPage )

On this 2<sup>nd</sup> day of December, 2000,  
before me, a Notary Public, personally appeared John P. Edl,  
personally known to me (or proved to me on the basis of  
satisfactory evidence) to be the President of Elkay Manufacturing  
Company and the person whose name is subscribed to the within  
instrument on behalf of that corporation, and acknowledged to me  
that he executed the same.



Sharon S. Thompson  
Notary Public in and for said State