



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

1. Name of conveying party(ies):

MEDALLION KITCHENS OF MINNESOTA, INC.

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

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

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

3. Nature of conveyance:

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

Execution Date: December 18, 2000

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

B. Trademark Application No.(s)

C. Trademark Registration No.(s)

1,964,983

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
Signature

3/21/01
Date

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

4

ASSIGNMENT

WHEREAS, MEDALLION KITCHENS OF MINNESOTA, INC. ("Medallion") is a Minnesota corporation located at 180 Industrial Boulevard, Waconia, Minnesota, 55387, and ELKAY MANUFACTURING COMPANY ("Elkay") is a corporation having its executive offices at 2222 Camden Court, Oak Brook, Illinois 60523; and

WHEREAS, Medallion is the owner of the mark MEDALLION, which was registered April 2, 1996 in International Classes 6, 11, 19, 20 and 21 (prior U.S. Classes 1, 2, 12, 13, 14, 21, 22, 23, 25, 29, 30, 31, 32, 33, 34, 40 and 50) (Reg. No. 1,964,983) for all of the numerous categories of articles of commerce recited in the registration (the "Trademark") and the trade name "Medallion" (the "Name") and Elkay wishes to acquire the Trademark and the Name and all rights associated with them effective as of January 1, 2001;

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

1. **Assignment.** With effect from and after January 1, 2001, Medallion 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 make claims for and 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.** Medallion 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.** Medallion 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 that there are no liens, encumbrances, mortgages, security interests or other claims thereon.

4. **Documentation.** Upon or after execution of this Assignment, Medallion shall at Elkay's request turn over or shall

cause to be turned over to Elkay all documentation relating to Medallion'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, and until and unless it receives such request it shall hold that documentation subject to the future direction of Elkay.

5. **Further Assurances.** Medallion 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 18, 2000

MEDALLION KITCHENS OF MINNESOTA,
INC.

By: 

Name: Stanley R. Bandur

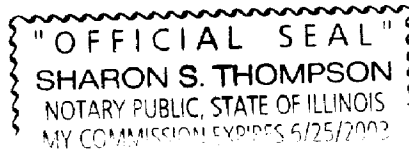
Title: President

Date: December 18, 2000

STATE OF Illinois)
)
COUNTY OF DuPage)

On this 18th 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 Medallion
Kitchens of Minnesota, 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 18th 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

