



## NUNC PRO TUNC ASSIGNMENT

WHEREAS, Traulsen & Co., Inc., previously a Delaware corporation having offices at 4401 Blue Mound Road, Fort Worth, Texas 76106 (hereinafter called "SELLER", which expression shall include its successors and assigns) has sold all right, title and interest in and to certain trademarks and the registrations pertaining thereto to Hobart LLC, a Delaware limited liability company having offices at 701 South Ridge Avenue, Troy, Ohio 45374 (hereinafter called "PURCHASER", which expression shall include its successors and assigns), along with all other assets of SELLER pursuant to an Agreement and Plan of Merger between Hobart Corporation, a Delaware corporation, Wittco Foodservice Equipment, Inc., a Delaware corporation, ICI Products, Inc., a Delaware corporation, Stanley Knight Corporation, a Delaware corporation, Traulsen & Co. Inc., a Delaware corporation, The Wolf Range Company LLC, a Delaware limited liability company, Gaylord Industries, Inc., an Oregon corporation, KaiRak, Inc., a California corporation, and Hobart LLC, a Delaware limited liability company, effective January 1, 2002 (the "Merger Agreement");

WHEREAS, SELLER, as part of the Merger Agreement, was merged into PURCHASER, and, as of January 1, 2002, SELLER ceases to exist; and


WHEREAS, as part of the Asset Purchase Agreement, SELLER transferred all of its assets, including the marks listed on Schedule A and the goodwill associated therewith, to PURCHASER; however, the parties failed to execute a formal Trademark assignment document in conjunction with the Asset Purchase Agreement.

### WITNESSETH:

NOW THEREFORE, TO ALL WHOM IT MAY CONCERN, be it known that SELLER, for and in consideration, receipt, adequacy and sufficiency of which is hereby acknowledged by SELLER, does hereby assign *nunc pro tunc*, effective January 1, 2002, unto PURCHASER the entire right, title and interest in and to the marks listed on Schedule A, the goodwill associated therewith, and the right to recover for all past infringements thereof.

FURTHER, because SELLER ceases to exist separate and apart from PURCHASER, Hobart Corporation, the former parent corporation of SELLER agrees to execute or cause to be executed all documents on behalf of SELLER, and otherwise to do all things which will vest all right, title and interest in and to the marks listed on Schedule A in PURCHASER.

Traulsen & Co., Inc., By its previous sole shareholder,  
Hobart Corporation, a Delaware corporation

By:   
Allan C. Sutherland  
Vice President

Date: May 1, 2002

# SCHEDULE A

Mark	Country	Registration Number	Registration Date	Classes	Application Number	Application Date
CONDENSERCLEAN	Canada				1,054,862	04/12/2000
CONDENSERCLEAN	Chile	578,527	10/06/2000	11	485,583	05/10/2000
CONDENSERCLEAN	European Union	1,608,959	06/14/2001	11	001608959	04/13/2000
CONDENSERCLEAN	Austria	1,608,959		11	001608959	04/13/2000
CONDENSERCLEAN	Mexico	659,325	06/16/2000	11	426,516	05/19/2000
CONDENSERCLEAN	New Zealand	613,095	01/11/2001	11	613,095	04/26/2000
CONDENSERCLEAN	United States	2,412,351	12/12/2000	11	75/854,646	11/22/1999
CONDENSERCLEAN	Benelux	1,608,959		11	001608959	04/13/2000
CONDENSERCLEAN	Denmark	1,608,959		11	001608959	04/13/2000
CONDENSERCLEAN	Finland	1,608,959		11	001608959	04/13/2000
CONDENSERCLEAN	France	1,608,959		11	001608959	04/13/2000
CONDENSERCLEAN	Germany	1,608,959		11	001608959	04/13/2000
CONDENSERCLEAN	Greece	1,608,959		11	001608959	04/13/2000
CONDENSERCLEAN	Ireland	1,608,959		11	001608959	04/13/2000
CONDENSERCLEAN	Italy	1,608,959		11	001608959	04/13/2000
CONDENSERCLEAN	Portugal	1,608,959		11	001608959	04/13/2000
CONDENSERCLEAN	Spain	1,608,959		11	001608959	04/13/2000
CONDENSERCLEAN	Sweden	1,608,959		11	001608959	04/13/2000
CONDENSERCLEAN	United Kingdom	1,608,959		11	001608959	04/13/2000
CONDENSERCLEAN	Brazil			11	822741393	05/18/2000
CONDENSERCLEAN	Argentina	1,846,832	10/11/2001	11	2,285,068	05/04/2000
CONDENSERCLEAN	Australia	831,300	09/15/2000	11	831,300	04/11/2000
DIGITRAUL	United States	2,331,743	03/21/2000	11	75/606,158	12/14/1998
INTELA-TRAUL	Argentina			11	2,296,090	07/10/2000
INTELA-TRAUL	Australia	831,299	09/15/2000	11	831,299	04/11/2000
INTELA-TRAUL	Brazil			11	823002586	07/25/2000
INTELA-TRAUL	Canada				1,054,861	04/12/2000
INTELA-TRAUL	Chile	583,109	11/22/2000	11	492,739	07/10/2000
INTELA-TRAUL	European Union	1,608,926	06/21/2001	11	1,608,926	04/13/2000

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Mark	Country	Registration Number	Registration Date	Classes	Application Number	Application Date
INTELA-TRAUL	United States	2,528,377	01/08/2002	11	75/902,796	01/25/2000
INTELA-TRAUL	Austria	1,608,926		11	1,608,926	04/13/2000
INTELA-TRAUL	Benelux	1,608,926		11	1,608,926	04/13/2000
INTELA-TRAUL	Denmark	1,608,926		11	1,608,926	04/13/2000
INTELA-TRAUL	Finland	1,608,926		11	1,608,926	04/13/2000
INTELA-TRAUL	France	1,608,926		11	1,608,926	04/13/2000
INTELA-TRAUL	Germany	1,608,926		11	1,608,926	04/13/2000
INTELA-TRAUL	Greece	1,608,926		11	1,608,926	04/13/2000
INTELA-TRAUL	Ireland	1,608,926		11	1,608,926	04/13/2000
INTELA-TRAUL	Italy	1,608,926		11	1,608,926	04/13/2000
INTELA-TRAUL	Portugal	1,608,926		11	1,608,926	04/13/2000
INTELA-TRAUL	Spain	1,608,926		11	1,608,926	04/13/2000
INTELA-TRAUL	Sweden	1,608,926		11	1,608,926	04/13/2000
INTELA-TRAUL	United Kingdom	1,608,926		11	1,608,926	04/13/2000
INTELA-TRAUL	Mexico	676,163	10/27/2000	11	436,626	07/14/2000
INTELA-TRAUL	New Zealand			11	618,307	07/07/2000
SHORTY COOK-TOP & DESIGN	United States	1,030,004	01/13/1976	11	73/051,498	05/05/1975
SMART DEFROST	Argentina			11	2,265,017	01/28/2000
SMART DEFROST	Brazil			11	8224602838	02/14/2000
SMART DEFROST	Canada			11	1,044,623	01/31/2000
SMART DEFROST	Mexico	675,814	10/27/2000	11	409,478	02/04/2000
SMART DEFROST	New Zealand			11	607,153	01/27/2000
SMART DEFROST	Chile			11	480,783	03/30/2000
SMART DEFROST	United States			11	75/784,293	08/25/1999
T & DESIGN	France	1,689,821	08/28/1991	11	305,478	08/28/1991
T & DESIGN	United Kingdom	1,473,085	08/10/1991	11	1,473,085	08/10/1991
T & DESIGN	United States	1,700,448	07/14/1992	11	74/194,130	08/12/1991
THE SHOW-OFF & DESIGN	United States	1,028,579	12/30/1975	11	73/051,497	05/05/1975
TRAULSEN	France	1,689,820	08/28/1991	11	305,477	08/28/1991

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Mark	Country	Registration Number	Registration Date	Classes	Application Number	Application Date
TRAULSEN	United Kingdom	1,473,087	08/10/1991	11	1,473,087	08/10/1991
TRAULSEN	Germany	2,021,741	10/05/1992	11	T32,407	08/30/1991
TRAULSEN	United States	1,704,784	08/04/1992	11	74/196,715	08/21/1991
TRAULSEN & DESIGN	United States	1,128,952	01/08,1980	11	73/190,944	10/26/1978
TRAULSEN-ULTRA	United States	1,342,430	06/18/1985	11	496,413	08/24/1984
ULTRA	New York	R21,774	08/03/1983	11	None	08/03/1983
ULTRAFAB	United States	- ABANDONED -		11	76/332,029	10/31/2001

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## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") is entered into as of January 1, 2002 (the "Effective Date"), by and among Hobart Corporation, a Delaware corporation (the "Parent"); the and the following wholly-owned subsidiaries thereof:

- Wittco Foodservice Equipment, Inc., a Delaware corporation;
- ICI Products, Inc., a Delaware corporation;
- Stanley Knight Corporation, a Delaware corporation;
- Traulsen & Co. Inc., a Delaware corporation;
- The Wolf Range Company LLC, a Delaware limited liability company
- Gaylord Industries, Inc., and Oregon corporation;
- KaiRak, Inc., a California corporation (collectively, the "Merging Subsidiaries");

and,

- Hobart LLC, a Delaware limited liability company (the "Surviving Subsidiary").

WHEREAS, the Parent desires that the Merging Subsidiaries be merged with and into the Surviving Subsidiary in accordance with applicable law and the terms and conditions of this Agreement;

WHEREAS, the respective Boards of Directors and the sole shareholder of Wittco Foodservice Equipment, Inc., Stanley Knight Corporation, Traulsen & Co. Inc. and ICI Products, Inc., have adopted, approved, certified, executed and acknowledged this Agreement in accordance with Section 264 of the Delaware General Corporation Law;

WHEREAS, the sole member of The Wolf Range Company LLC has approved this Agreement in accordance with Section 18-209 of the Delaware Limited Liability Company Act;

WHEREAS, the Board of Directors and the sole shareholder of Gaylord Industries, Inc., have unanimously adopted, approved, certified, executed and acknowledged this Agreement in accordance with Section 60.487 of the Oregon Business Corporation Act;

WHEREAS, the Board of Directors and the sole shareholder of KaiRak, Inc., have adopted, approved, certified, executed and acknowledged this Agreement in accordance with Section 1113 of the California Corporations Code; and,

WHEREAS, the sole member of the Surviving Entity has approved this Agreement in accordance with Section 18-209 of the Delaware Limited Liability Company Act.

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NOW, THEREFORE, the parties do hereby covenant and agree as follows:

A. Effective at 12:05 a.m. Eastern Standard Time on January 1, 2002, the Parent shall merge all of the Merging Subsidiaries with and into the Surviving Subsidiary, with the Surviving Subsidiary as the sole surviving entity of such merger, pursuant to the terms and conditions of this Agreement, Section 18-209 of the Delaware Limited Liability Company Act and other applicable laws.

B. The separate existences of each of the Merging Subsidiaries shall cease, and the Surviving Subsidiary shall continue its existence as the surviving entity pursuant to the provisions of the Delaware Limited Liability Company Act.

C. On or before January 1, 2002, the Surviving Subsidiary shall file, in the office of the Delaware Secretary of State, a duly executed Certificate of Merger, having substantially the form of Exhibit A hereto.

D. The issued shares of the Merging Subsidiaries shall not be converted in any manner in the merger, but each said share that is issued as of the effective date of the merger shall be surrendered and cancelled.

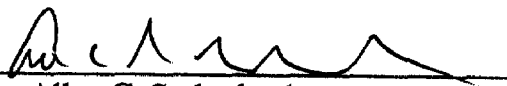
E. The Surviving Subsidiary shall and hereby does consent to the service of process in any jurisdiction where a Merging Subsidiary was organized, in any action, suit or proceeding for the enforcement of any obligation of such Merging Subsidiary. The Surviving Subsidiary furthermore shall and hereby does irrevocably appoint the secretary of state of each jurisdiction, or such other official or agency as may be designated by such jurisdiction for such purpose, as the Surviving Subsidiary's agent to accept service of process in any such action, suit or proceeding, and to provide notice of the receipt of such process at the Surviving Subsidiary's office, located at 701 South Ridge Avenue, Troy, Ohio 19899.

F. The Surviving Subsidiary shall maintain this Agreement on file at its office, located at 701 South Ridge Avenue, Troy, Ohio 19899, and shall provide a copy hereof, on request and without cost, to any of its members, or to any member or shareholder of any of the Merging Subsidiaries.

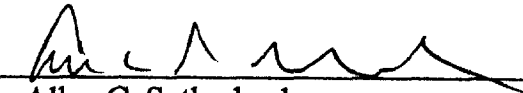
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IN WITNESS WHEREOF, the Parent, each Merging Subsidiary and the Surviving Subsidiary have executed this Agreement to be effective as of the Effective Date.

HOBART CORPORATION

By:   
Allan C. Sutherland  
Vice President

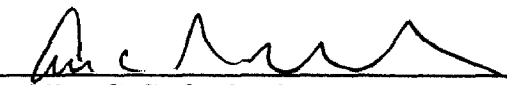
WITTCO FOODSERVICE EQUIPMENT,  
INC.

By:   
Allan C. Sutherland  
Vice President


ICI PRODUCTS, INC.

By:   
Allan C. Sutherland  
Vice President

STANLEY KNIGHT CORPORATION

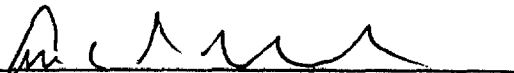
By:   
Allan C. Sutherland  
Vice President

TRAULSEN & CO. INC.


By:   
Allan C. Sutherland  
Vice President




THE WOLF RANGE COMPANY LLC  
By: Hobart Corporation, Its Sole Member

By:   
Allan C. Sutherland  
Vice President

KAIRAK, INC.

By:   
Allan C. Sutherland  
Vice President

GAYLORD INDUSTRIES, INC.

By:   
Allan C. Sutherland  
Vice President

HOBART LLC  
By: Hobart Corporation, Its Sole Member

By:   
Allan C. Sutherland  
Vice President

# EXHIBIT A

## CERTIFICATE OF MERGER

FIRST: Effective at 12:05 a.m. Eastern Standard Time on January 1, 2002, the following entities shall have merged with and into Hobart LLC, a Delaware limited liability company:

- A. Wittco Foodservice Equipment, Inc., a Delaware corporation;
- B. ICI Products, Inc., a Delaware corporation;
- C. Stanley Knight Corporation, a Delaware corporation;
- D. Traulsen & Co. Inc., a Delaware corporation;
- E. The Wolf Range LLC, a Delaware limited liability company;
- F. Gaylord Industries, Inc., and Oregon corporation; and,
- G. KaiRak, Inc., a California corporation.

SECOND: Hobart LLC shall be the sole surviving entity of such merger.

THIRD: Each of the foregoing entities has approved, adopted, certified, executed and acknowledged that certain Agreement and Plan of Merger, dated January 1, 2002, among them and Hobart Corporation, a Delaware corporation, of which each of the foregoing entities is a wholly-owned subsidiary, in accordance with Section 18-209 of the Delaware Limited Liability Company Act and other applicable laws.

FOURTH: Such Agreement and Plan of Merger is on file at an office of Hobart LLC, located at 701 South Ridge Avenue, Troy, Ohio 19899.

FIFTH: A copy of such Agreement and Plan of Merger will be furnished by Hobart LLC, on request and without cost, to any of its members, or to any member or stockholder of any of the entities that have been merged into it.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger, as of the date first set forth above.

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Michael J. Perlowski  
Authorized Person

**CERTIFICATE OF MERGER  
OF  
WITTCO FOODSERVICE EQUIPMENT, INC.,  
ICI PRODUCTS, INC.,  
STANLEY KNIGHT CORPORATION,  
TRAULSEN & CO. INC.,  
THE WOLF RANGE LLC,  
GAYLORD INDUSTRIES, INC.  
AND  
KAIRAK, INC.  
WITH AND INTO  
HOBART LLC**

**FIRST:** Effective at 12:05 a.m. Eastern Standard Time on January 1, 2002, the following entities shall have merged with and into Hobart LLC, a Delaware limited liability company:

- A. Wittco Foodservice Equipment, Inc., a Delaware corporation;
- B. ICI Products, Inc., a Delaware corporation;
- C. Stanley Knight Corporation, a Delaware corporation;
- D. Traulsen & Co. Inc., a Delaware corporation;
- E. The Wolf Range LLC, a Delaware limited liability company;
- F. Gaylord Industries, Inc., and Oregon corporation; and,
- G. KaiRak, Inc., a California corporation.

**SECOND:** Hobart LLC shall be the sole surviving entity of such merger.

**THIRD:** Each of the foregoing entities has approved, adopted, certified, executed and acknowledged that certain Agreement and Plan of Merger among them and Hobart Corporation, a Delaware corporation, of which each of the foregoing entities is a wholly-owned subsidiary, in accordance with Section 18-209 of the Delaware Limited Liability Company Act and other applicable laws.

**FOURTH:** Such Agreement and Plan of Merger is on file at an office of Hobart LLC, located at 701 South Ridge Avenue, Troy, Ohio 19899.

**FIFTH:** A copy of such Agreement and Plan of Merger will be furnished by Hobart LLC, on request and without cost, to any of its members, or to any member or stockholder of any of the entities that have been merged into it.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger to be effective as of the date and time first set forth above.



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Michael J. Perlowski  
Authorized Person