

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1



<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Corp to LLC Conversion, Eff Date: 12/20/2010

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Medallion Cabinetry, Inc.		12/17/2010	CORPORATION: MN

**RECEIVING PARTY DATA**

<b>Name:</b>	Medallion Cabinetry, LLC
<b>Street Address:</b>	10501 10th Street
<b>City:</b>	Waconia
<b>State/Country:</b>	MINNESOTA
<b>Postal Code:</b>	55387
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: MN

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Registration Number:	1964983	MEDALLION
Registration Number:	2337353	SCHULER

**CORRESPONDENCE DATA**

Fax Number: (630)574-8638  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 630-572-3180  
 Email: legal@elkay.com  
 Correspondent Name: Kathleen J. Deighan  
 Address Line 1: 2222 Camden Court  
 Address Line 4: Oak Brook, ILLINOIS 80523

<b>NAME OF SUBMITTER:</b>	Elizabeth A Gorski
<b>Signature:</b>	/Elizabeth A Gorski/
<b>Date:</b>	02/08/2011

Total Attachments: 4

OP \$65.00 1964983

TO: KATHLEEN J. DEIGHAN COMPANY: 2222 CAMDEN COURT

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NAME: KATHLEEN J. DEIGHAN COMPANY: 2222 CAMDEN COURT



MINNESOTA SECRETARY OF STATE
ARTICLES OF ORGANIZATION FOR
A LIMITED LIABILITY COMPANY
MINNESOTA STATUTES CHAPTER 322B
Filing Fee: \$160.00

READ THE INSTRUCTIONS BEFORE COMPLETING THIS FORM

1. Name of Company: Medallion Cabinetry, LLC

(The Company name must include the words Limited Liability Company or the abbreviation LLC)

2. Registered Office Address: (A PO Box by itself is not acceptable)

100 South Fifth Street, Suite 1075 Minneapolis MN 55402
Complete Street Address or Rural Route and Rural Route Box Number City State Zip Code

3. Name of Registered Agent (optional): C.T. Corporation System Inc.

4. Business Mailing Address: (if different from registered office address)

10501 10th Street, Waconia Minnesota 55387
Address City State Zip Code

5. Desired Duration of LLC: (in years) (If you do not complete this item, a perpetual duration is assumed by law.)

6. Does this LLC own, lease or have any interest in agricultural land or land capable of being farmed?
(Choose One) Yes [ ] No [x]

7. Organizers

I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

Table with 3 columns: Organizer's Name (print), Complete Address, Signature. Row 1: Kathleen J. Deighan, 2222 Camden Court, Oak Brook, IL 60523, Kathleen J. Deighan. Row 2: Empty.

8. List a name, daytime phone number, and e-mail address of a person who can be contacted about this form.

Kathleen J. Deighan (630) 572-3190 Kathleen.Deighan@Elkay.com
Contact Name Daytime Phone Number Email Address

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

DEC 17 2010

Markus Klatka
Secretary of State

O: KATHLEEN J. DEIGHAN COMPANY: 2222 CAMDEN COURT



**STATE OF MINNESOTA  
SECRETARY OF STATE  
ARTICLES AND PLAN OF CONVERSION**  
Minnesota Corporations & Limited Liability Companies  
Minnesota Statutes, Chapter's 302A & 322B  
Fee: \$35.00

Read the instructions before completing this form.

1. Name of the Organization before the Conversion is: (Required)

Medallion Cabinetry, Inc.

2. Name of the Organization after the Conversion shall be: (Required)

Medallion Cabinetry, LLC

3. After the Conversion, the Organization shall be a: (Required) (Check one of the following filing types.):

Corporation

Limited Liability Company

4. The Terms and Conditions of the Proposed Conversion are: (Required)

Please see attached.

5. The manner and basis of converting each ownership interest in the organization immediately before the conversion into ownership interests of the organization immediately after the conversion, in whole or in part, into money or other property is: (Required)

Each share of the outstanding capital stock shall be converted into one membership interest of the limited liability company, which membership interest shall have the same rights as each such share.

6. Include a Copy of the Proposed Articles of Incorporation or Articles of Organization of the Organization after the Conversion, with the Articles and Plan of Conversion. (Required)

7. I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.45 as if I had signed this document under oath.

*Kathleen J. Deighan*

Authorized Signature of Individual on Behalf of the Converting Company or Authorized Agent (Required)

8. Name, daytime telephone number and e-mail address of contact person:

Name: Kathleen J. Deighan

Phone Number: (630) 572-3120

E-Mail Address: Kathleen.Deighan@Ertay.com

O:KATHLEEN J. DEIGHAN COMPANY:2222 CAMDEN COURT

PLAN OF CONVERSION  
OF  
MEDALLION CABINETRY, INC.

This PLAN OF CONVERSION is approved and adopted, to be effective on December 20, 2010 at 8:00 a.m. CST (the "Effective Date"), by Medallion Cabinetry, Inc., a Minnesota corporation (the "Corporation"), by resolutions adopted by its board of directors and its sole shareholder.

1. Conversion. The Corporation shall, pursuant to the provisions of Sections 302A.681 to 302A.691 of the Minnesota Business Corporation Act (the "MBCA"), be converted (the "Conversion") into Medallion Cabinetry, LLC, a Minnesota limited liability company (the "LLC"), as of the Effective Date. The Corporation shall continue its existence in the organizational form of the LLC.

2. Conversion of Shares of Capital Stock into Membership Interests. The manner and basis of converting all of the shares of capital stock of the Corporation into membership interests of the LLC shall be as follows: Each of the shares of capital stock of the Corporation as of the Effective Date shall, by virtue of the Conversion and without any further action on the part of the Corporation, be cancelled and converted into one membership interest of the LLC, which membership interest shall have the same rights as each such share.

3. Effective Date. The Conversion shall become effective on December 20, 2010 at 8:00 a.m. CST.

4. Articles of Organization. The articles of organization of the LLC shall be those Articles of Organization attached to this Plan of Conversion as Exhibit A.

5. Governing Law. This Plan of Conversion shall be governed by and construed in accordance with the domestic laws of the State of Minnesota.

6. Amendment. The board of directors of the Corporation may amend this Plan of Conversion at any time prior to the issuance of a certificate of conversion by the Minnesota Secretary of State, provided that any such amendment shall be in writing.

TO: KATHLEEN J. DEIGHAN COMPANY: 2222 CAMDEN COURT

EXHIBIT A

Articles of Organization

of

Medallion Cabinetry, LLC