

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/01/2011		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	MasterCraft Cabinets, LLC		12/22/2010
			Entity Type
			LIMITED LIABILITY COMPANY: COLORADO
RECEIVING PARTY DATA			
Name:	Elkay Wood Products Company		
Street Address:	23655 E. 19th Avenue		
City:	Aurora		
State/Country:	COLORADO		
Postal Code:	80019		
Entity Type:	CORPORATION: PENNSYLVANIA		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	1169329	MASTERCRAFT
CORRESPONDENCE DATA			
Fax Number:	(630)366-2531		
Phone:	630-572-3180		
Email:	legal@elkay.com		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Correspondent Name:	Kathleen J. Deighan		
Address Line 1:	2222 Camden Court		
Address Line 4:	Oak Brook, ILLINOIS 60523		
NAME OF SUBMITTER:	Elizabeth A Gorski		
Signature:	/Elizabeth A Gorski/		

OP \$40.00 1169329

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TRADEMARK
REEL: 004622 FRAME: 0774

Date:

09/14/2011

Total Attachments: 11

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\$300.00
SECRETARY OF STATE
12/22/2010 14:43:02

Paper documents must be typewritten or machine printed.

ABOVE SPACE FOR OFFICE USE ONLY

Statement of Merger
(Surviving Entity is a Foreign Entity)

filed pursuant to § 7-90-203.7 and § 7-90-204.5 of the Colorado Revised Statutes (C.R.S.)

1. For each merging entity, its ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

(Caution: At least one merging entity must be an entity formed under the laws of Colorado.)

ID Number	19961038915 <i>(Colorado Secretary of State ID number)</i>		
Entity name or true name	MasterCraft Cabinets, LLC		
Form of entity	Limited Liability Company		
Jurisdiction	Colorado		
<u>Street</u> address	23655 East 19th Avenue <i>(Street number and name)</i>		
	Aurora <i>(City)</i>	CO <i>(State)</i>	80019 <i>(ZIP/Postal Code)</i>
	<i>(Province – if applicable)</i>	USA <i>(Country)</i>	
<u>Mailing</u> address (leave blank if same as street address)	2222 Camden Court <i>(Street number and name or Post Office Box information)</i>		
	Oak Brook <i>(City)</i>	IL <i>(State)</i>	60523 <i>(ZIP/Postal Code)</i>
	<i>(Province – if applicable)</i>	USA <i>(Country)</i>	

ID Number	 <i>(Colorado Secretary of State ID number)</i>		
Entity name or true name	 		
Form of entity	 		

Jurisdiction _____

Street address _____
(Street number and name)

(City) (State) (ZIP/Postal Code)

(Province – if applicable) USA (Country)

Mailing address _____
(leave blank if same as street address) *(Street number and name or Post Office Box information)*

(City) (State) (ZIP/Postal Code)

(Province – if applicable) (Country)

ID Number _____
(Colorado Secretary of State ID number)

Entity name or true name _____

Form of entity _____

Jurisdiction _____

Street address _____
(Street number and name)

(City) (State) (ZIP/Postal Code)

(Province – if applicable) (Country)

Mailing address _____
(leave blank if same as street address) *(Street number and name or Post Office Box information)*

(City) (State) (ZIP/Postal Code)

(Province – if applicable) (Country)

- (If the following statement applies, adopt the statement by marking the box and include an attachment.)*
- There are more than three merging entities and the ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and the principal address of each additional merging entity is stated in an attachment.

2. For the surviving entity which is a foreign entity, its entity ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

(Caution: The surviving entity cannot be an entity formed under the laws of Colorado.)

ID Number _____
(Colorado Secretary of State ID number)

Entity name or true name Elkay Wood Products Company

Form of entity Corporation

Jurisdiction Pennsylvania

Street address 2222 Camden Court
(Street number and name)

Oak Brook IL 60523
(City) (State) (ZIP/Postal Code)

USA
(Province – if applicable) (Country)

Mailing address
(leave blank if same as street address) *(Street number and name or Post Office Box information)*

(City) *(State)* *(ZIP/Postal Code)*

(Province – if applicable) *(Country)*

3. Each merging entity has been merged into the surviving foreign entity.

4. *(If the following statement applies, adopt the statement by marking the box and state the appropriate document number(s).)*

One or more of the merging entities is a registrant of a trademark described in a filed document in the records of the secretary of state and the document number of each filed document is

Document number _____
 Document number _____
 Document number _____

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

There are more than three trademarks and the document number of each additional trademark is stated in an attachment.

5. *(Mark the applicable box and complete the statement. Caution: Mark only one box.)*

The surviving foreign entity maintains a registered agent in this state.

OR

The surviving foreign entity does not maintain a registered agent in this state and service of process may be addressed to the entity and mailed to the principal address pursuant to section 7-90-704 (2), C.R.S.

OR

The surviving foreign entity has not maintained a registered agent in this state and appoints a registered agent to accept service pursuant to section 7-90-204.5, C.R.S. The person appointed as registered agent has consented to being so appointed. Such registered agent's name and address are

Name
 (if an individual) _____
(Last) (First) (Middle) (Suffix)

OR

(if an entity)

(Caution: Do not provide both an individual and an entity name.)

Street address

(Street number and name)

(City) CO *(State)* *(ZIP Code)*

Mailing address

(leave blank, if same as street address)

(Street number and name or Post Office Box information)

(City) CO *(State)* *(ZIP Code)*

6. *(If applicable, adopt the following statement by marking the box and include an attachment.)*

This document contains additional information as provided by law.

7. **(Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)**

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document are 01/01/2011 at 8:00 p.m. MST.
(mm/dd/yyyy hour:minute am/pm)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that such document is such individual's act and deed, or that such individual in good faith believes such document is the act and deed of the person on whose behalf such individual is causing such document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S. and, if applicable, the constituent documents and the organic statutes, and that such individual in good faith believes the facts stated in such document are true and such document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is identified in this document as one who has caused it to be delivered.

8. The true name and mailing address of the individual causing this document to be delivered for filing are

Deighan Kathleen J.
(Last) (First) (Middle) (Suffix)
2222 Camden Court
(Street number and name or Post Office Box information)

Oak Brook IL 60523
(City) (State) (ZIP/Postal Code)
USA
(Province - if applicable) (Country)

(If applicable, adopt the following statement by marking the box and include an attachment.)

This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

EXPEDITE

Articles/Certificate of Merger
(15 Pa.C.S.)

- Domestic Business Corporation (§ 1926)
 Domestic Nonprofit Corporation (§ 5926)
 Limited Partnership (§ 8547)

Name	CT - COUNTER		
Address			
City	State	Zip Code	
8030876	SO PA		

Document will be returned to the name and address you enter to the left.

Commonwealth of Pennsylvania
ARTICLES OF MERGER-BUSINESS 7 Page(s)

Fee: \$150 plus \$40 additional for each Party in additional to two



T1035667187

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is:
Elkay Wood Products Company

2. Check and complete one of the following:

The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street City State Zip County

(b) Name of Commercial Registered Office Provider County
c/o CT Corporation System Philadelphia

The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation /limited partnership incorporated/formed under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street City State Zip County

(b) Name of Commercial Registered Office Provider County
c/o

The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street City State Zip

2010 DEC 22 PM 3: 59

PA DEPT OF STATE

TRADEMARK

REEL: 004622 FRAME: 0781

IN TESTIMONY WHEREOF, the undersigned corporation/limited partnership has caused these Articles/Certificate of Merger to be signed by a duly authorized officer thereof this

21st day of December

2010

Elkay Wood Products Company

Name of Corporation/Limited Partnership

Kathleen J. Deighan
Signature

Kathleen J. Deighan, Secretary

Title

MasterCraft Cabinets, LLC

Name of Corporation/Limited Partnership
Liability Company

Kathleen J. Deighan
Signature

Kathleen J. Deighan, Secretary

Title

AGREEMENT AND PLAN OF MERGER
of
MASTERCRAFT CABINETS, LLC
with and into
ELKAY WOOD PRODUCTS COMPANY

This Agreement and Plan of Merger ("Agreement") is entered into as of December 21, 2010 and made pursuant to Section 1921 of the Pennsylvania Associations Code ("PAC") and Section 7-90-203 of the Colorado Business Corporations Act ("CBCA"), by and between Elkay Wood Products Company, a Pennsylvania corporation (the "Surviving Company"), and MasterCraft Cabinets, LLC, a Colorado limited liability company (the "Merged Company"). The Surviving Company and the Merged Company are sometimes referred to as a "Constituent Party" and collectively as the "Constituent Parties".

Recitals

WHEREAS, the Constituent Parties desire that the Merged Company merge with and into the Surviving Company (hereinafter referred to as the "Merger") upon the terms and subject to the conditions set forth herein and in accordance with the laws of the State of Pennsylvania;

WHEREAS, the sole member of the Merged Company has approved and adopted this Merger Agreement in accordance with the CBCA;

WHEREAS, the board of directors of the Surviving Company has approved and adopted this Merger Agreement and submitted it to the sole shareholder for approval and adoption in accordance with the PAC;

WHEREAS, the sole shareholder of the Surviving Company has approved and adopted this Merger Agreement in accordance with the PAC.

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

ARTICLE I

Effective Time

The effective time of the Merger will be 9:00 p.m., CST, on January 1, 2011 (the "Effective Time").

ARTICLE II

The Merger

TRADEMARK

REEL: 004622 FRAME: 0784

At the Effective Time, the Constituent Parties agree that the following actions shall be taken:

2.1 In accordance with the applicable provisions of the laws of the States of Pennsylvania and Colorado, the Merged Company shall be merged with and into the Surviving Company, which shall be the survivor of the Merger.

2.2 The separate existence of the Merged Company shall cease, except insofar as it may be continued by statute or in order to carry out the purposes of this Merger Agreement. All rights, franchises and interests of the Merged Company in and to every type of property and choices in action shall be transferred to and vested in the Surviving Company by virtue of the Merger, without further act or deed, and all claims, demands, property and other interests of the Merged Company shall be the property of the Surviving Company.

2.3 For income tax purposes, it is intended that the Merger constitute a tax-free contribution within the meaning of Section 351 of the Internal Revenue Code of 1986, as amended, and all parallel provisions of applicable state and local law.

2.4 The Articles of Incorporation and Bylaws of the Surviving Company shall be the Articles of Incorporation of the Surviving Company.

ARTICLE III

Effects of the Merger

All membership interests of the Merged Company shall be cancelled at the Effective Time.

ARTICLE IV

Further Assurances

If at any time the Surviving Company shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Company the title to any property or rights of the Merged Company, the sole member of the Merged Company shall and will execute and make all such proper assignments and assurances in law and do all things necessary or proper to effectuate the Merger.

ARTICLE V

Termination and Amendment

5.1 Termination. Notwithstanding the approval of this Agreement by the sole member of the Merged Company and the board of directors and sole shareholder of the

Surviving Corporation, this Agreement may be terminated at any time prior to the filing by the mutual written agreement of the Constituent Companies. Upon such termination, this Agreement will forthwith become void and there will be no liability on the part of the Merged Company, the Surviving Company or their respective officers, directors or members.

5.2 Amendment. This Agreement may only be amended by the parties hereto prior to the filing of the Articles of Merger.

ARTICLE VI

Miscellaneous

6.1 Counterparts. This Agreement may be executed in one or more counterparts, all of which shall be considered one and the same agreement.

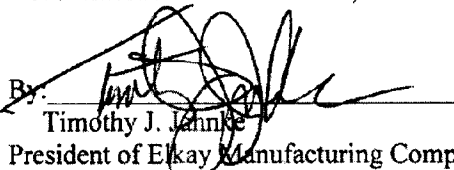
6.2 Assignment. Neither party hereto may assign any of its rights nor obligations under this Agreement without the prior written consent of the other party hereto. This Agreement shall be binding upon and inure to the benefits of the parties hereto and their respective successors and permitted assigns.

6.3 Governing Law. This Agreement shall be governed by and construed in accordance with the internal laws of the State of Pennsylvania, irrespective of its choice of law principles.

* * * * *

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date and year first above written.

MASTERCRAFT CABINETS, LLC

By: 
Timothy J. Janke
President of Elkay Manufacturing Company, Sole Member

ELKAY WOOD PRODUCTS COMPANY

By: 
Stephen C. Rogers
Its: President