

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM510919

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Elkay Manufacturing Company		02/14/2019	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	Elkay Wood Products Company
Street Address:	10501 10th Street
City:	Waconia
State/Country:	MINNESOTA
Postal Code:	55387
Entity Type:	Corporation: PENNSYLVANIA

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	3678045	AMERICAN CABINETRY COLLECTION
Registration Number:	2978411	DESIGNCRAFT
Registration Number:	3975900	INNERMOST
Registration Number:	3959895	INNERMOST
Registration Number:	1169329	MASTERCRAFT
Registration Number:	3497208	MASTERCRAFT CABINETS
Registration Number:	1964983	MEDALLION
Registration Number:	4113106	
Registration Number:	2337353	SCHULER
Registration Number:	1171289	YORKTOWNE
Serial Number:	87641056	MASTERCRAFT CABINETS
Serial Number:	88276540	AMERICAN CABINETRY COLLECTION

CORRESPONDENCE DATA

Fax Number: 6172359493

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 212-596-9287

Email: nicole.mollica@ropesgray.com

CH \$315.00 3678045

Correspondent Name: Nicole Mollica, Ropes & Gray LLP
Address Line 1: 1211 Avenue of the Americas
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER: 109764-0063-001

NAME OF SUBMITTER: Nicole Mollica

SIGNATURE: /nicole mollica/

DATE SIGNED: 02/21/2019

Total Attachments: 4

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TRADEMARK ASSIGNMENT AGREEMENT

This Trademark Assignment Agreement (this "Assignment"), effective as of 11:59 p.m. on February 14, 2019, is by and between Elkay Manufacturing Company, a Delaware corporation ("Assignor"), and Elkay Wood Products Company, a Pennsylvania corporation ("Assignee").

RECITALS

WHEREAS, Assignor has entered into that certain Stock Purchase Agreement (the "Purchase Agreement") with ACProducts, Inc., a Delaware corporation (the "Purchaser"), dated as of November 14, 2018, pursuant to which Assignor has agreed to sell all of the issued and outstanding shares of Assignee to the Purchaser; and

WHEREAS, Assignor is the owner of all rights, title and interests in and to the registered trademarks and pending applications thereof as specifically scheduled herein below on Schedule A attached hereto and incorporated by reference, including in each case (i) all rights to make applications in the future to register or otherwise obtain legal protection for any of the foregoing; (ii) all rights of priority under national laws and international conventions with respect to any of the foregoing; (iii) all common law rights associated therewith; (iv) all rights to collect royalties and proceeds in connection with any of the foregoing; (v) all rights to sue and recover for, and the right to profits or damages due or accrued, arising out of or in connection with any and all past, present or future infringements or dilution of or damage to the Assigned Trademarks (as hereinafter defined); (vi) all rights in any goodwill symbolized by or embodied in the Assigned Trademarks (as hereafter defined); and (vii) all other rights and privileges corresponding thereto owned by Assignor as of the date hereof (collectively, the "Assigned Trademarks"); and

WHEREAS, in connection with the consummation of the transactions contemplated by the Purchase Agreement, Assignor, Elkay Sales, Inc., an Illinois corporation, and Elkay (China) Kitchen Solutions Co., Ltd., a corporation organized under the laws of the People's Republic of China (collectively, "Transferors") have entered into that certain Asset Transfer Agreement (the "Transfer Agreement") with Assignee, dated as of February 14, 2019, pursuant to which Transferors have transferred to Assignee the Business (as defined in the Transfer Agreement) or that portion of the Business to which the Assigned Trademarks pertain; and

WHEREAS, in connection with the consummation of the transactions contemplated by the Purchase Agreement, Assignor desires to assign to Assignee all of Assignor's right, title and interest in and to the Assigned Trademarks, together with all goodwill associated with the Assigned Trademarks, to Assignee and Assignee desires to acquire from Assignor the Assigned Trademarks.


NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign and transfer to Assignee, its successors and assigns, all of Assignor's right, title and interest in and to the Assigned Trademarks, together with all goodwill associated with said Assigned Trademarks, and the right to sue and recover for, and the right to profits or damages due or accrued, arising out of or in connection with any and all past, present or future infringements or dilution of or damage to the Assigned Trademarks.

Assignor further agrees that it will cause to be performed such other lawful acts, and to be executed such further assignments and other lawful documents, as Assignee may, from time to time, reasonably request to effect fully this Assignment and to permit Assignee to be duly recorded as the registered owner of the Assigned Trademarks.

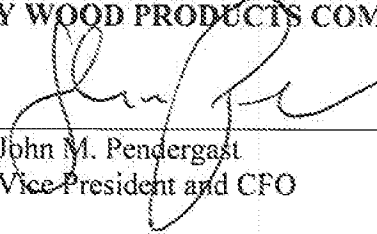
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IN WITNESS WHEREOF, the parties have caused this Assignment to be executed and delivered as of the date first written above.

ELKAY MANUFACTURING COMPANY

By: 
Name: TIMOTHY J. WALLACE
Title: PRESIDENT

ELKAY WOOD PRODUCTS COMPANY

By: 
Name: John M. Pendergast
Title: Vice President and CFO

SCHEDULE A

Granted Trademark Registrations:

Mark:	Country:	Reg. No.:
AMERICAN CABINETRY COLLECTION	United States of America	3,678,045
DESIGN-CRAFT	Canada	TMA854415
DESIGNCRAFT	United States of America	2,978,411
INNERMOST	United States of America	3,975,900
INNERMOST Logo	United States of America	3,959,895
MASTERCRAFT	United States of America	1,169,329
MASTERCRAFT CABINETS and Design	United States of America	3,497,208
MEDALLION	Canada	TMA905973
MEDALLION	China	7929393
MEDALLION	United States of America	1,964,983
MEDALLION (in Chinese Characters)	China	10932494
MEDALLION CABINETRY	Canada	TMA904936
More Space Inside (cube and arrow design only)	United States of America	4,113,106
SCHULER	United States of America	2,337,353
SCHULER CABINETRY	Canada	TMA854410
YORKTOWNE	China	7929389
YORKTOWNE	United States of America	1,171,289

Pending Trademark Applications:

Mark:	Country:	Serial. No.:
MASTERCRAFT CABINETS and Design	United States of America	87641056
AMERICAN CABINETRY COLLECTION	United States of America	88276540