

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Asset Purchase Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Win-Holt Equipment Corp.		01/07/2005	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	Middleby Marshall Holding LLC		
Street Address:	1400 Toastmaster Drive		
City:	Elgin		
State/Country:	ILLINOIS		
Postal Code:	60120		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1721727	AUTO MIST	
CORRESPONDENCE DATA			
Fax Number:	3123214299		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	312-321-4200		
Email:	officeactions@brinkshofer.com		
Correspondent Name:	Scott J. Slavick		
Address Line 1:	P. O. Box 10395		
Address Line 4:	Chicago, ILLINOIS 60610		
ATTORNEY DOCKET NUMBER:	12361/279		
NAME OF SUBMITTER:	Scott J. Slavick		
Signature:	/Scott J. Slavick/		
Date:	04/12/2013		

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**Total Attachments: 7**

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EXECUTION COPY

ASSET PURCHASE AGREEMENT

BY AND BETWEEN

WIN-HOLT EQUIPMENT CORP.  
(together with Wilder Mfg. Co., Inc., "Seller")

AND

MIDDLEBURY MARSHALL HOLDING LLC  
("Purchaser")

January 7, 2005

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## ASSET PURCHASE AGREEMENT

AGREEMENT ("Agreement"), made as of the 7<sup>th</sup> day of January, 2005, by and between WIN-HOLT EQUIPMENT CORP., a New York corporation with offices at 439 Oak Street, Garden City, New York 11530 ("Win-Holt" and, together with its wholly-owned subsidiary Wilder Mfg. Co., Inc. ("Wilder"), "Seller") and Middleby Marshall Holding LLC, a Delaware limited liability company with offices at 1400 Toastmaster Drive, Elgin, Illinois 60120 ("Purchaser"). Seller and Purchaser are sometimes referred to herein as a "Party" or, collectively, the "Parties."

### WITNESSETH:

WHEREAS, Seller, through its division known as Nu-Vu Food Service Systems ("NuVu"), located in Menominee, Michigan (the "Business Location"), is engaged in the business of designing and manufacturing a wide range of bread baking ovens and other cooking and warming equipment used in the food-service industry, including such products currently manufactured by NuVu which products were formerly manufactured and sold by Wilder (the "Business");

WHEREAS, Seller desires to sell to Purchaser the assets of Seller relating to the Business in accordance with the terms and conditions set forth in this Agreement; and

WHEREAS, Purchaser desires to purchase from Seller the assets of Seller relating to the Business in accordance with the terms and conditions set forth in this Agreement.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements, covenants, representations and warranties hereinafter contained, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

### ARTICLE I

#### PURCHASE AND SALE OF ASSETS; ASSUMPTION OF LIABILITIES

1.1 Purchase and Sale of Assets. Subject to and upon the terms and conditions set forth in this Agreement, Seller shall sell, assign, transfer, convey and deliver to Purchaser and Purchaser shall purchase from Seller, at the Closing (as hereinafter defined), all of Seller's right, title and interest in, to and under all of the properties, assets, goodwill, rights and business of every kind, nature and description, real, personal or mixed, tangible or intangible, wherever located and whether or not reflected on the books and records of Seller which is owned, derived from or used or held for use in connection with the Business, other than the Excluded Assets (as defined herein) (all of such assets, properties, rights and business being hereinafter sometimes collectively referred to as "Acquired Assets"), free and clear of all Encumbrances (as hereinafter defined), including, but not limited to, the following:

- (a) all real property and all of the rights arising out of the ownership

IN WITNESS WHEREOF, the Parties have executed this Agreement as of the date first above written.

PURCHASER:

MIDDLEBY MARSHALL HOLDING LLC

By: [Signature]  
Name: Timothy J. Fitzmaurice  
Title: Chief Financial Officer

SELLER:

WIN-HOLT EQUIPMENT CORP.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Reference page to Asset Purchase Agreement by and between Win-Holt Equipment Corp. (together with Wilfer Mfg. Co., Inc.) and Middleby Marshall Holding LLC.

WITNESS WHEREOF, the Parties have executed this Agreement as of the date first  
above.

PURCHASER:

MIDDLEBY MARSHALL HOLDING LLC

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

SELLER:

WIN-HOLT EQUIPMENT CORP.

By: \_\_\_\_\_  
Name: Journeal M. Hoerz  
Title: CHAIRMAN

Asset Purchase Agreement by and between Win-Holt Equipment Corp. (together with Witter Mfg. Co., Inc.) and Middleby  
Marshall Holding LLC.

Schedule 4.10 -- Patents; Trademarks

no patents in effect or pending.

Equipment Corp. Active Trademark Registrations

Application Number	Application Date	Registration Number	Registration Date	Description of Goods/Services	Status
73/442658	9/6/83	1293972	9/18/84	Commercial baking and cooking ovens, proofing units, retarding units, doughnut cooking machines, fryers, refrigeration cases, barbeque cookers and food warmers	Renewal of registration filed 9/20/04
74/597614	11/10/94	2242913	5/4/99	Expedited ordering via telephone, computer and telefacsimile of replacement parts for bakery and delicatessen equipment	Use Affidavit due 5/4/05; renewal due 5/4/09
75/206972	11/26/96	2148953	4/7/98	Cooking and food storage appliances, namely, electric deep fryers, proofers for circulating heat and moisture over dough products prior to baking	Use Affidavit due 4/7/04 - grace ends 10/7/04; renewal due 4/7/08
75/206973	11/26/96	2312159	1/25/00	Commercial assembly consisting of a bakery oven, baking racks for transporting baked products, and a display cabinet for	Use Affidavit due 1/25/06; renewal due 1/25/10

Application Number	Application Date	Registration Number	Registration Date	Description of Goods/Services	Status
				displaying the baked products, all sold as a unit, and structural parts therefor	
75/141877	7/29/96	2179167	8/4/98	Cooking ovens for commercial use, namely, master ovens	Use Affidavit due 8/4/04; renewal due 8/4/08
74/198148	8/26/91	1721727	10/6/92	Commercial baking ovens and proofers for circulating heat and moisture over dough products prior to baking	Assignment to WIN-HOLT EQUIPMENT CORP. filed; renewal due 10/6/12
75/196184	11/8/96	2123423	12/23/97	Commercial ovens for cooking with air without steam	Use Affidavit due in the grace period 6/23/04; renewal due 12/23/07
74/597646	11/10/94	2097967	9/16/97	Repair and replacement of bakery and delicatessen equipment and parts thereof	Use Affidavit was due in the grace period by 3/16/04; ABANDONED
75/196185	11/8/96	2116004	11/25/97	Commercial ovens having airflow units to enhance circulation	Use Affidavit filed 05/25/04; renewal due 11/25/07
75/169993	8/9/99	2434768	3/13/01	Series of insulated cabinets for steaming, reheating, holding, transporting, baking, warming, smoking, proofing, slow-cooking and reconstituting	Use Affidavit due 3/13/07; renewal due 3/13/11

TRADEMARK

REEL: 003810 FRAME: 0968

TRADEMARK

REEL: 005005 FRAME: 0956



Mark	Application Number	Application Date	Registration Number	Registration Date	Description of Goods/Services	Status
					food products	
TRAK	75768994	8/9/99	2445202	8/17/01	Commercial conveyor ovens for food, commercial food steamers, commercial food warmers which maintain temperature of cooked foods	Use Affidavit due 4/17/07; renewal due 4/17/11
FORM-ALL	757511384	6/29/98	2358487	6/13/00	Cabinets containing a heating element and a steam-generating element used for cooking, warming, holding, steaming, proofing, broiling, retherming and reconstituting food	Use Affidavit due 6/13/06; renewal due 6/13/10
ROSTEN	757769995	8/9/99	2385495	10/17/00	Commercial rotating rotisseries ovens for cooking and displaying foods	Use Affidavit due 10/17/06; renewal due 10/17/10

Form Mfg. Co., Inc. Active Trademark Registrations

Mark	Application Number	Application Date	Registration Number	Registration Date	Description of Goods/Services	Status
HEAT	74429336	08/26/93	1842852	7/05/94	Electrically heated hot food holding cabinet	Registered