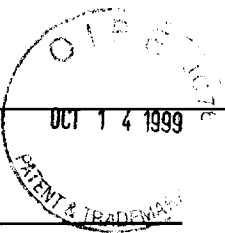


FORM PTO-1594  
1-31-92



10-20-1999

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

T

10-14-99



101176160

To the Honorable Commissioner

Attached original documents or copy thereof.

1

1. Name of conveying party(ies):

SCHROCK CABINET COMPANY

- Individual(s)
- General Partnership
- Corporation-State of DELAWARE
- Other

- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):

Name: ARISTOKRAFT, INC.

Internal Address: \_\_\_\_\_

Street Address: One Aristokraft Square

City Jasper State Indiana ZIP 47546

Individual(s) citizenship \_\_\_\_\_

Association \_\_\_\_\_

General Partnership \_\_\_\_\_

Limited Partnership \_\_\_\_\_

Corporation-State of DELAWARE

Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative

designation is attached:  Yes  No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

Assignment

Merger

Security Agreement

Change of Name

Other \_\_\_\_\_

Execution Date: June 29, 1999

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) \_\_\_\_\_

B. Trademark registration No.(s) 996,794

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

PENNIE & EDMONDS LLP  
1155 Avenue of the Americas  
New York, NY 10036

Attn.: Joyce M. Ferraro, Esq.

File No.: 6564-029-999

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41):.....\$ 240

Please charge to the deposit account listed in Section 8.

8. Deposit account number:  
16-1150

**DO NOT USE THIS SPACE**

9. Statement and signature.

*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Joyce M. Ferraro, Esq.

Name of Person Signing Reg. No.

*Joyce M. Ferraro*  
Signature

Oct. 14, 1999

Date

Total number of pages comprising cover sheet: 5

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignment  
Washington, D.C. 20231

10/19/1999 DNGUYEN 00000141 161150 996794

01 FC:481 40.00 CH  
02 FC:482 200.00 CH

# Trademarks Schedule

Mark Name	App # App Date	Reg # Reg Date	Renewal Date	Status	Country
QUAKER MAID		996,794 OCTOBER 11, 1994	OCTOBER 11, 2004	REGISTERED	UNITED STATES
MILL CREEK AND DESIGN		1,155,619 MAY 26, 1981	MAY 26, 2001	REGISTERED	UNITED STATES
SCHROCK DIAMOND DESIGNS		1,231,957 MARCH 22, 1983	MARCH 22, 2003	REGISTERED	UNITED STATES
DIAMOND		1,231,958 MARCH 22, 1983	MARCH 22, 2003	REGISTERED	UNITED STATES
J WOOD (STYLIZED)		1,234,652 APRIL 12, 1983	APRIL 12, 2003	REGISTERED	UNITED STATES
KEMPER		1,469,072 DECEMBER 15, 1987	DECEMBER 15, 2007	REGISTERED	UNITED STATES
KASKIA		1,482,378 MARCH 29, 1988	MARCH 29, 2008	REGISTERED	UNITED STATES
SCHROCK AND DESIGN		1,683,810 APRIL 21, 1992	APRIL 21, 2002	REGISTERED	UNITED STATES
HOME BASICS		2,038,732 FEBRUARY 18, 1997	FEBRUARY 18, 2007	REGISTERED	UNITED STATES

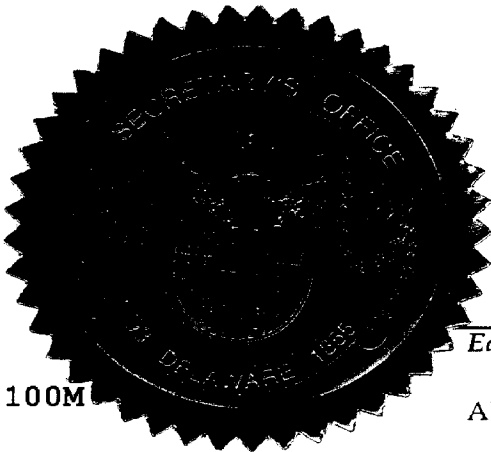
State of Delaware  
Office of the Secretary of State

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"SCHROCK CABINET COMPANY", A DELAWARE CORPORATION,  
WITH AND INTO "ARISTOKRAFT, INC." UNDER THE NAME OF  
"ARISTOKRAFT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER  
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS  
OFFICE THE TWENTY-NINTH DAY OF JUNE, A.D. 1999, AT 9 O'CLOCK  
A.M.



Edward J. Freel, Secretary of State

2086155 8100M

991425567

AUTHENTICATION: 0015846

DATE: 10-07-99

TRADEMARK  
REEL: 001976 FRAME: 0126

**CERTIFICATE OF MERGER**  
**OF**  
**SCHROCK CABINET COMPANY**  
**(a Delaware corporation)**  
**INTO**  
**ARISTOKRAFT, INC.**  
**(a Delaware corporation)**

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**Pursuant to Section 251 of the General  
Corporation Law of the State of Delaware**

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**ARISTOKRAFT, INC.**, a corporation organized and existing under the laws of the State of Delaware ("Aristokraft"), **DOES HEREBY CERTIFY** that:

**FIRST:** Aristokraft is a corporation organized and existing under the laws of the State of Delaware. **SCHROCK CABINET COMPANY** ("Schrock") is a corporation organized and existing under the laws of the State of Delaware.

**SECOND:** An Agreement of Merger dated as of June 29, 1999 (the "Merger Agreement") providing for the merger of Schrock into Aristokraft (the "Merger") has been approved, adopted, certified, executed and acknowledged by each of Schrock and Aristokraft in accordance with Section 251 of the General Corporation Law of the State of Delaware.

**THIRD:** Aristokraft is the surviving corporation (the "Surviving Corporation") and will continue its existence as the Surviving Corporation under the name Aristokraft, Inc. upon the Effective Date (as defined below) pursuant to the provisions of the General Corporation Law of the State of Delaware.

**FOURTH:** The Certificate of Incorporation of Aristokraft as in effect immediately prior to the Effective Date shall continue to be the Certificate of Incorporation of the Surviving Corporation until

changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

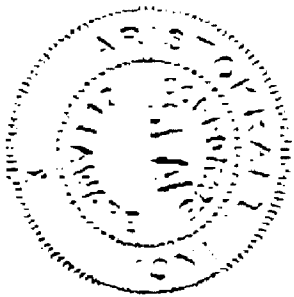
FIFTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation at One Aristokraft Square, Jasper, Indiana 47546 and a copy thereof will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of Schrock or Aristokraft.

SIXTH: The time when the Merger shall become effective shall be 11:57 p.m. Eastern Daylight Savings Time on June 30, 1999 (the "Effective Date").

IN WITNESS WHEREOF, ARISTOKRAFT, INC. has caused this certificate to be signed by its Chairman of the Board and Chief Executive Officer and attested by its Secretary this 29th day of June, 1999.

ARISTOKRAFT, INC.

By: *Gilbert D. Verkamp*  
Gilbert D. Verkamp  
Chairman of the Board and  
Chief Executive Officer



Attest:

By: *Mark S. Lyon*  
Mark S. Lyon  
Secretary

k:\opal\wp\kac\merge\cert certificate of merger.doc