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FORM PTO-1594  
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10-20-1999

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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office



Y 10-14-99

To the Honorable Commissi

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e attached original documents or copy thereof.  
.0231

1. Name of conveying party(ies):

ARISTOKRAFT, INC.

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

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

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

Name: MASTERBRAND CABINETS, 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
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: June 29, 1999

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

A. Trademark Application No.(s) 75/025892

B. Trademark registration No.(s) \_\_\_\_\_

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: 16

7. Total fee (37 CFR 3.41):.....\$ 415

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: 7

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

10/19/1999 DMGUYEN 00000143 161150 75025892

01 FC:481 40.00 CH  
02 FC:482 375.00 CH

TRADEMARK  
REEL: 001981 FRAME: 0117

NY2 - 1006243.1

# Trademarks Schedule

Mark Name	App # App Date	Reg # Reg Date	Renewal Date	Status	Country
DECORA	75/025892 NOVEMBER 30, 1995			PENDING APP.	UNITED STATES
CHARACTER PECAN		843,702 FEBRUARY 06, 1988	FEBRUARY 06, 2008	REGISTERED	UNITED STATES
QUAKER MAID		996,794 OCTOBER 11, 1994	OCTOBER 11, 2004	REGISTERED	UNITED STATES
DECORA		1,078,454 NOVEMBER 29, 1997	NOVEMBER 29, 2007	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
ARISTOKRAFT		1,308,044 DECEMBER 04, 1984	DECEMBER 04, 2004	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
A AND STAR DESIGN		1,871,193 JANUARY 03, 1995	JANUARY 03, 2005	REGISTERED	UNITED STATES
HOME BASICS		2,038,732 FEBRUARY 18, 1997	FEBRUARY 18, 2007	REGISTERED	UNITED STATES
AXIS		2,246,647 MAY 18, 1999	MAY 18, 2009	REGISTERED	UNITED STATES
AXIS AND LOGO		2,247,436 MAY 25, 1999	MAY 25, 2009	REGISTERED	UNITED STATES

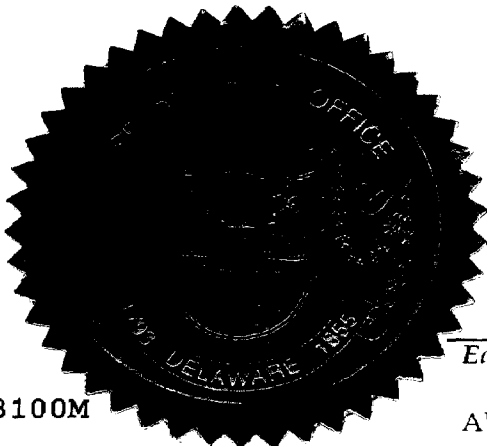
State of Delaware  
Office of the Secretary of State

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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 OWNERSHIP, WHICH MERGES:

"MASTERBRAND CABINETS, INC.", A DELAWARE CORPORATION, WITH AND INTO "ARISTOKRAFT, INC." UNDER THE NAME OF "MASTERBRAND CABINETS, 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

AUTHENTICATION: 0015848

991425567

DATE: 10-07-99

TRADEMARK  
REEL: 001981 FRAME: 0119

**CERTIFICATE OF OWNERSHIP AND MERGER**

**merging**

**MasterBrand Cabinets, Inc.  
(a Delaware corporation)**

**into**

**Aristokraft, Inc.  
(a Delaware corporation)**

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**Pursuant to Section 253 of the General  
Corporation Law of the State of Delaware**

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**MasterBrand Cabinets, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), DOES HEREBY CERTIFY that:**

**FIRST: The Company is a corporation organized and existing under the laws of the State of Delaware and its Certificate of Incorporation was filed in the office of the Secretary of State of the State of Delaware on May 21, 1988.**

**SECOND: Aristokraft, Inc. (the "Subsidiary") is a corporation organized and existing under the laws of the State of Delaware and its Certificate of Incorporation was filed in the office of the Secretary of State of the State of Delaware on March 19, 1986.**

**THIRD: The Company owns all the outstanding shares of common stock, par value \$.01 per share, of the Subsidiary which is the only class of stock of the Subsidiary outstanding.**

**FOURTH: The Company, by the following resolutions duly adopted by its**

**Board of Directors on June 29, 1999, determined to merge itself into and with the**

**Subsidiary:**

**RESOLVED, that, subject to approval by the sole stockholder of this Company, this Company, owner of all the outstanding shares of common stock, par value \$.01 per share ("Subsidiary Common Stock"), of Aristokraft, Inc., a Delaware corporation (the "Subsidiary"), be merged into and with the Subsidiary at the time and date and upon the terms and conditions set forth below, with the Subsidiary being the surviving corporation (the "Surviving Corporation") following such merger; and further**

**RESOLVED, that the terms and conditions of the aforesaid merger shall be as follows:**

**(i) At the Effective Time (as hereinafter defined), by virtue of such merger and without any action on the part of this Company, Subsidiary or the holder of any of the following securities:**

- (a) each share of Subsidiary Common Stock which shall be issued and outstanding immediately prior to the Effective Time shall, by virtue of such merger and without any action on the part of the holder thereof, be canceled and cease to exist; and**
- (b) each share of Subsidiary Common Stock which shall be held in the treasury of Subsidiary immediately prior to the Effective Time, if any, shall, by virtue of such merger, be canceled and cease to exist; and**
- (c) each share of common stock, par value \$1.00 per share, of this Company issued and outstanding immediately prior to the Effective Time shall be converted into and exchangeable for one newly issued share of common stock, par value \$.01 per share, of the Surviving Corporation; and**

**(ii) The Certificate of Incorporation of the Subsidiary shall be amended, effective at the Effective Time, by changing Article FIRST thereof so as to read in its entirety as follows:**

**"FIRST: The name of the Corporation is MasterBrand Cabinets, Inc."**

**The Certificate of Incorporation of the Subsidiary as in effect at the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation until thereafter changed or amended as provided therein or by law;**

**TRADEMARK**

**REEL: 001981 FRAME: 0121**

(iii) At the Effective Time, the members of the Board of Directors of the Subsidiary shall be the members of the Board of Directors of the Surviving Corporation, and the officers of the Subsidiary shall be the officers of the Surviving Corporation, in each case until the earlier of their resignation or removal or until their respective successors are duly elected and qualified, as the case may be;

(iv) Subject to prior approval of such merger by this Company's sole stockholder, such merger shall be effective at 11:58 p.m. Eastern Daylight Savings Time, on June 30, 1999 (such time and date being herein referred to as the "Effective Time"); and

(v) To the extent permitted by Delaware law, at any time prior to the Effective Time the proposed merger may be terminated and abandoned by the Board of Directors of this Company, notwithstanding the prior approval of this Company's sole stockholder.

FIFTH: As set forth in the aforementioned resolutions, the Certificate of Incorporation of the Subsidiary shall be amended, effective at the Effective Time, by changing Article FIRST thereof so as to read in its entirety as follows:

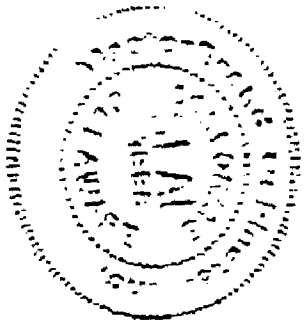
"FIRST: The name of the Corporation is MasterBrand Cabinets, Inc."

The Certificate of Incorporation of the Subsidiary as in effect at the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation until thereafter changed or amended as provided therein or by law.

SIXTH: The merger of the Company into and with the Subsidiary as set forth in Article FOURTH has been approved by written consent of the sole stockholder of the Company in accordance with Section 228 of the Delaware General Corporation Law.

SEVENTH: This Certificate of Ownership and Merger and the merger of the Company into and with the Subsidiary as provided herein shall become effective at 11:58 p.m. Eastern Daylight Savings Time, on June 30, 1999.

IN WITNESS WHEREOF, the Company has caused this Certificate of  
Ownership and Merger to be signed by its officer thereunto duly authorized and  
attested by its Secretary this 29th day of June, 1999.



MASTERBRAND CABINETS, INC.

By: *Gilbert D. Verkamp*  
Gilbert D. Verkamp  
President

Attest:

*Mark S. Lyon*  
Mark S. Lyon  
Secretary

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