

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Certificate of Conversion		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Norcraft Companies, L.L.C.		10/21/2003	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Norcraft Companies, L.P.		
<b>Street Address:</b>	3020 Denmark Avenue, Suite 100		
<b>City:</b>	Eagan		
<b>State/Country:</b>	MINNESOTA		
<b>Postal Code:</b>	55121		
<b>Entity Type:</b>	LIMITED PARTNERSHIP: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	78276146	FASHION MADE AFFORDABLE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(612)331-2239		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	612-331-1464		
<b>Email:</b>	michelle@nrslaw.com		
<b>Correspondent Name:</b>	Wayne A. Sivertson		
<b>Address Line 1:</b>	Suite 401, Broadway Place East		
<b>Address Line 2:</b>	3433 Broadway Street Northeast		
<b>Address Line 4:</b>	Minneapolis, MINNESOTA 55413		
<b>NAME OF SUBMITTER:</b>	Wayne A. Sivertson		
<b>Signature:</b>	/WAS316/		
<b>Date:</b>	09/09/2005		

OP \$40.00 78276146

Total Attachments: 2

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STATE of DELAWARE

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**CERTIFICATE OF CONVERSION**

of

**Norcraft Companies, L.L.C.**

to

**Norcraft Companies, L.P.**

*Pursuant to Title 6, Chapter 17, Section 217  
of the Delaware Code*

This Certificate of Conversion of Norcraft Companies, L.L.C. (the "LLC") is being duly executed and filed by the general partner of Norcraft Companies, L.P. to convert the LLC to a limited partnership formed under the Delaware Revised Uniform Limited Partnership Act (6 Del.C. § 17-101, et seq.), as amended from time to time.

1. Formation. The date on which the LLC was first formed is May 20, 1998, and the jurisdiction where the LLC was formed is Delaware.

2. Name of Limited Liability Company. The name of the limited liability company immediately prior to the filing of this Certificate of Conversion and which is being converted hereby is Norcraft Companies, L.L.C.

3. Name of Limited Partnership. The name as set forth in the Certificate of Limited Partnership of the limited partnership to which the LLC is converting is Norcraft Companies, L.P.

4. Effective Date. The conversion to a limited partnership is to be effective upon the filing of this Certificate of Conversion and the Certificate of Limited Partnership of Norcraft Companies, L.P. with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion under the penalties of perjury and the facts stated herein are true to the best of the general partner's knowledge as of this 21st day of October, 2003.

**NORCRAFT GP, L.L.C.**

/s/ Christopher Reilly

By: \_\_\_\_\_

Name: Christopher Reilly

Title: Authorized Person

**CERTIFICATE OF LIMITED PARTNERSHIP**  
of  
**Norcraft Companies, L.P.**

*Pursuant to Title 6, Chapter 17  
Of the Delaware Code*

1. The name of the limited partnership formed hereby is Norcraft Companies, L.P. (the "Limited Partnership").
2. The name of its registered agent is Corporation Service Company.
3. The address of its registered office in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.
4. The address of the principal place of business of the Limited Partnership is as follows: 3020 Denmark Avenue, Suite 100, Eagan, MN 55121.
5. The name and mailing address of the general partner is as follows: Norcraft GP, L.L.C, c/o Saunders Karp & Megrue, 262 Harbor Drive, Stamford, CT 06902.
6. The Limited Partnership is to be effective upon the filing of this Certificate of Limited Partnership with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of the 21<sup>st</sup> October, 2003.

**NORCRAFT GP, L.L.C.,**  
its general partner

/s/ Christopher Reilly

By: \_\_\_\_\_

Name: Christopher Reilly  
Title: Authorized Person