

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Articles of Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Woodmark International Inc.		01/02/2002	CORPORATION:
RECEIVING PARTY DATA			
Name:	Woodmark International, LP		
Street Address:	216 N. Interurban Street		
City:	Richardson		
State/Country:	TEXAS		
Postal Code:	75081		
Entity Type:	LIMITED PARTNERSHIP:		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2490777	THE CASTILLE COLLECTION	
CORRESPONDENCE DATA			
Fax Number:	(315)218-8100		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	315-218-8515		
Email:	bskpto@bsk.com		
Correspondent Name:	George R. McGuire		
Address Line 1:	Bond Schoeneck & King, PLLC		
Address Line 2:	One Lincoln Center		
Address Line 4:	Syracuse, NEW YORK 13202		
NAME OF SUBMITTER:	George R. McGuire		
Signature:	/George R. McGuire/		
Date:	11/20/2007		

CH \$40.00 2490777

Total Attachments: 2

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**TRADEMARK
 REEL: 003664 FRAME: 0665**

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FILED
In the Office of the
Secretary of State of Texas**ARTICLES OF CONVERSION
WOODMARK INTERNATIONAL INC.****FEB 15 2002****Corporations Section**

The undersigned, an officer of Woodmark International Inc. (the "Converting Entity"), hereby certify as follows:

1. The Converting Entity is a corporation organized under the laws of the State of Texas.
2. The Converting Entity has 1,000 shares of common stock issued and out steady. The holder of 1,000 shares of common stock of the Converting Entity has voted in favor of adoption of a Plan of Conversion.
3. Under the terms of the Plan of Conversion approved by the shareholders, the Converting Entity will, upon the issuance of a Certificate of Conversion by the Secretary of State of Texas, convert its organizational form to a limited partnership organized under the laws of the State of Texas to be known as WOODMARK INTERNATIONAL, LP. (the "Converted Entity").
4. An executed copy of the Plan of Conversion is on file at the principal place of business of the Converting Entity located at 216 N. Interurban Street, Richardson, Texas 75081, and will be on file in the principal place of business of Converted Entity at the same address from and after the date of conversion.
5. That copy of the Plan of Conversion will be furnished, by the Converting Entity (prior to the conversion) or the Converted Entity (after the conversion), on written request and without cost, to any member of the Converting Entity or partner of the Converted Entity.
6. The Plan of Conversion was duly authorized by all actions required by the laws under which the Converting Entity was incorporated, formed or organized and by its constituent documents.
7. The Articles of Conversion shall be effective on the date on which the Articles of Conversion are filed with the Secretary of State of Texas.
8. The Converted Entity assumes the Converting Entity's obligations for Texas franchise taxes for the period prior to effective date of the conversion.

IN WITNESS WHEREOF, the undersigned has executed these articles as of, though not necessarily on, and effective February 1, 2002.

WOODMARK INTERNATIONAL INC.

By:



Samuel G. Sherstad, President

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
WOODMARK INTERNATIONAL, LP**

The undersigned, being the General Partner of a limited partnership to be formed pursuant to the requirements of the Texas Revised Limited Partnership Act, Article 6132a-1 of the Revised Civil Statutes of the State of Texas, hereby certify as follows:

1. The name of the limited partnership is **WOODMARK INTERNATIONAL, LP.**
2. The address of its registered office in Texas is 216 N. Interurban Street, Richardson, Texas 75081, and the name of its registered agent, whose address is the same as the registered office, is Samuel G. Sherstad.
3. The address of the limited partnership's principal office in the United States where the partnership records will be maintained is 216 N. Interurban Street, Richardson, Texas 75081.
4. The name, mailing address and the street address of the business or residence of the General Partner is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>	<u>BUSINESS STREET ADDRESS</u>
WOODMARK GP, LLC	216 N. Interurban Street Richardson, Texas 75081	216 N. Interurban Street Richardson, Texas 75081

5. This Limited Partnership is being created pursuant to a Plan of Conversion.
6. **WOODMARK INTERNATIONAL INC.** is a Texas corporation, incorporated in Texas on April 10, 1984, Charter no. 0069992600. Its address is 216 N. Interurban Street, Richardson, Texas 75081.

EXECUTED as of the 15th day of February, 2002.

GENERAL PARTNER:

WOODMARK GP, LLC

BY: 

Samuel G. Sherstad, Manager