

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	06/24/2012

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
MBC IP Co.		06/19/2012	CORPORATION: DELAWARE
Omega IP Co.		06/19/2012	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	KC/MBC Holdings Co.
<b>Street Address:</b>	One MasterBrand Cabinets Drive
<b>Internal Address:</b>	P.O. Box 420
<b>City:</b>	Jasper
<b>State/Country:</b>	INDIANA
<b>Postal Code:</b>	47547-0420
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 31**

Property Type	Number	Word Mark
Registration Number:	1871193	A
Registration Number:	1308044	ARISTOKRAFT
Registration Number:	2734237	BEAUTIFUL ON THE OUTSIDE. SMART ON THE INSIDE.
Registration Number:	2464591	CONTRACTOR'S CHOICE
Registration Number:	1078454	DECORA
Registration Number:	2450376	DECORA
Registration Number:	1231958	DIAMOND
Registration Number:	3894176	EXPRESS RESPONSE
Registration Number:	3894177	EXPRESS RESPONSE
Registration Number:	1469072	KEMPER
Registration Number:	2952304	LOGIX

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Registration Number:	2960111	LOGIX
Registration Number:	3696359	MANNEQUIN
Registration Number:	3696360	MANNEQUIN
Registration Number:	3960579	PRELUDE
Registration Number:	4065593	REFLECTIONS
Registration Number:	2770330	SCHROCK CABINETS
Registration Number:	2657011	SOMERSBY
Registration Number:	3390322	THE INNOVATION'S INSIDE
Registration Number:	3917947	VALUE CHOICE
Serial Number:	77612328	INSPIRE ME
Registration Number:	2657178	A LIFETIME OF CHOICES
Registration Number:	3843504	DYNASTY
Registration Number:	3555776	EMBASSY
Registration Number:	2575854	HOMECREST
Registration Number:	2943720	HOMECREST CABINETS
Registration Number:	2997041	HOMECREST CABINETS
Registration Number:	1623711	OMEGA
Registration Number:	3024030	PADLOCK
Registration Number:	1567177	SIGNATURE
Registration Number:	3763562	SIGNATURE BY OMEGA

**CORRESPONDENCE DATA**

Fax Number: 2162410816  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 216-622-8200  
Email: ipdocket@calfee.com  
Correspondent Name: Ryan W. Falk  
Address Line 1: Calfee, Halter & Griswold LLP  
Address Line 2: The Calfee Building, 1405 East Sixth St.  
Address Line 4: Cleveland, OHIO 44114-1607

ATTORNEY DOCKET NUMBER:	27475/04964
NAME OF SUBMITTER:	Ryan W. Falk
Signature:	/ryan w. falk/
Date:	06/28/2012

Total Attachments: 4

**TRADEMARK**  
**REEL: 004813 FRAME: 0036**

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# Delaware

PAGE 1

## The First State

I, JEFFREY W. BULLOCK, 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:

"MBC IP CO.", A DELAWARE CORPORATION,

"OMEGA IP CO.", A DELAWARE CORPORATION,

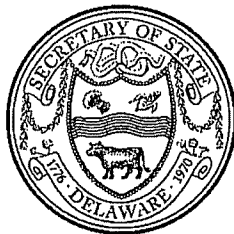
WITH AND INTO "KC/MBC HOLDINGS CO." UNDER THE NAME OF "KC/MBC HOLDINGS CO.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF JUNE, A.D. 2012, AT 6:45 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-FOURTH DAY OF JUNE, A.D. 2012, AT 9 O'CLOCK A.M.

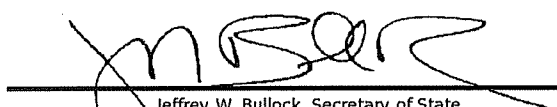
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3732987 8100M

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9661351

DATE: 06-21-12

TRADEMARK  
REEL: 004813 FRAME: 0038

CERTIFICATE OF OWNERSHIP AND MERGER

OF

MBC IP CO.  
(a Delaware corporation)

and

OMEGA IP CO.  
(a Delaware corporation)

INTO

KC/MBC HOLDINGS CO.  
(a Delaware corporation)

KC/MBC Holdings Co., a Delaware corporation (the "Company"), hereby certifies that:

1. The Company is the owner of all of the outstanding shares of capital stock of MBC IP Co., a Delaware corporation ("MBC IP") and Omega IP Co., a Delaware corporation ("Omega IP").

2. On June 17, 2012, the Board of Directors of the Company adopted the following resolutions approving the merger of MBC IP and Omega IP with and into the Company:

"RESOLVED, that MBC IP Co., a Delaware corporation ("MBC IP") and Omega IP Co., a Delaware corporation ("Omega IP"), all of the issued and outstanding shares of capital stock of each are owned by this Company, be merged with and into this Company (the "Merger"), with this Company continuing as the surviving corporation following such Merger and that all of the assets, estate, property, rights, privileges, powers and franchises, including but not limited to all registered and unregistered intellectual property assets worldwide including without limitation all registered trademarks of MBC IP and Omega IP shall be vested in, held by and enjoyed by this Company; and further

RESOLVED, that this Company shall assume all of the obligations of MBC IP and Omega IP; and further

RESOLVED, that the separate existence of MBC IP and Omega IP shall cease upon the effective time of the Merger pursuant to the provisions of the General Corporation Law of the State of Delaware; and further

RESOLVED, that the issued and outstanding shares of capital stock of MBC IP and the issued and outstanding shares of capital stock of Omega IP shall not be converted in any manner, but each of said issued and outstanding shares of capital stock as of the effective time of the Merger, shall be surrendered and extinguished; and further

RESOLVED, that the officers of this Company are authorized to execute, file and/or record the documents prescribed by the laws of the State of Delaware and by the laws of any other applicable jurisdiction and are authorized to cause all necessary acts within the State of Delaware and within any other applicable jurisdiction to be performed; and further

RESOLVED, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the time when the Merger shall become effective on June 24, 2012 at 9:00 a.m. (CDT); and further

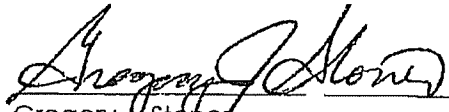
RESOLVED, that the officers of this Company are authorized to make, execute and deliver, or cause to be made, executed and delivered, all such agreements, documents, certificates, instruments or other papers, and to do, or cause to be done, all such acts and things, in the name and on behalf of this Company and under its corporate seal or otherwise, as they may deem necessary or appropriate to effectuate or carry out the Merger and the purposes and intent of the foregoing resolutions."

3. This Certificate of Ownership and Merger and the mergers of MBC IP and Omega IP with and into the Company, as provided above, shall become effective on June 24, 2012 at 9:00 a.m. (CDT).

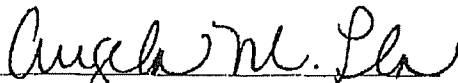
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The Company has caused this Certificate of Ownership and Merger to be signed by its duly authorized officer and attested by its Secretary this 19th day of June 2012.

KC/MBC HOLDINGS CO.

By:   
Gregory J. Stoner  
President

Attest:

  
Angela M. Pla  
Secretary