

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2007		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SLI, Inc.		12/20/2007	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Simonton Building Products, Inc.		
Street Address:	209 West Washington Street		
City:	Charleston		
State/Country:	WEST VIRGINIA		
Postal Code:	25302-2345		
Entity Type:	CORPORATION: WEST VIRGINIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2149156	LUMINESS	
CORRESPONDENCE DATA			
Fax Number:	(216)241-0816		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	216-622-8200		
Email:	ipdocket@calfee.com		
Correspondent Name:	Juliet P. Castrovinci		
Address Line 1:	800 Superior Avenue		
Address Line 2:	Suite 1400		
Address Line 4:	Cleveland, OHIO 44114-2688		
ATTORNEY DOCKET NUMBER:	27475/10990		
NAME OF SUBMITTER:	Juliet P. Castrovinci		
Signature:	/Juliet P. Castrovinci/		

CH \$40.00 2149156

Date:

01/10/2008

Total Attachments: 9

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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:

"SLI, INC.", A DELAWARE CORPORATION,

WITH AND INTO "SIMONTON BUILDING PRODUCTS, INC." UNDER THE NAME OF "SIMONTON BUILDING PRODUCTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF WEST VIRGINIA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2007, AT 10:54 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2007, AT 11:59 O'CLOCK P.M.

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



4478565 8100M

071352504

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6262979

DATE: 12-26-07

TRADEMARK
REEL: 003694 FRAME: 0027

CERTIFICATE OF MERGER

of

SLI, INC.
(a Delaware corporation)

into

SIMONTON BUILDING PRODUCTS, INC.
(a West Virginia corporation)

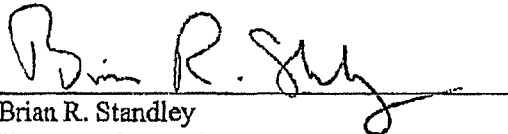
It is hereby certified that:

1. Simonton Building Products, Inc. (hereinafter sometimes referred to as the "Corporation") is a West Virginia corporation.
2. SLI, Inc. is a Delaware corporation.
3. The Plan and Agreement of Merger of SLI, Inc. and the Corporation dated December 20, 2007 (the "Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the Delaware General Corporation Law and Section 31D-11-1106 of the West Virginia Code and their respective articles of incorporation.
4. The name of the surviving corporation shall be "Simonton Building Products, Inc."
5. The articles of incorporation of the Corporation immediately prior to the effective time of the merger shall be the articles of incorporation of the surviving corporation.
6. The merger shall become effective as of December 31, 2007 at 11:59 p.m. EST.
7. An executed copy of the Agreement is on file at the office of the surviving corporation, c/o Fortune Brands, Inc., 520 Lake Cook Road, Deerfield, Illinois 60015.
8. A copy of the Agreement shall be furnished by the surviving corporation on request and without cost, to any stockholder of any party to the merger.
9. The aforesaid surviving corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of SLI, Inc., as well as for enforcement of any obligation of said surviving corporation arising from the merger herein certified, including any suit or other proceeding to enforce the right, if any, of any stockholder of SLI, Inc. as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware; does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware: c/o Fortune Brands, Inc., Attn: Legal Department, 520 Lake Cook Road, Deerfield, Illinois 60015.

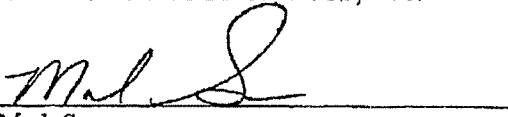
IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Merger
as of the date set forth below.

Executed on December 20, 2007

SLI, INC.

By: 
Brian R. Standley
Vice President - Finance

SIMONTON BUILDING PRODUCTS, INC.

By: 
Mark Savan
President

State of West Virginia



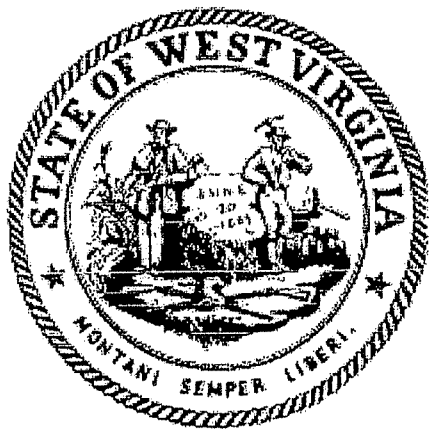
Certificate

*I, Betty Ireland, Secretary of State of the
State of West Virginia, hereby certify that*

by the provisions of the West Virginia Code, Articles of Merger were received and filed,
MERGING SLI, INC., A NON-QUALIFIED DE ORGANIZATION, WITH AND INTO SIMONTON BUILDING PRODUCTS, INC., A
QUALIFIED WV ORGANIZATION.

Therefore, I hereby issue this

CERTIFICATE OF MERGER



*Given under my hand and the
Great Seal of the State of
West Virginia on this day of
December 21, 2007*

Betty Ireland

Secretary of State

FILED

DEC 21 2007

IN THE OFFICE OF
SECRETARY OF STATE
WEST VIRGINIA

PLAN AND AGREEMENT OF MERGER

OF

SLI, INC.
(a Delaware corporation)

AND

SIMONTON BUILDING PRODUCTS, INC.
(a West Virginia corporation)

PLAN AND AGREEMENT OF MERGER entered into on December 20, 2007 by SLI, Inc., a business corporation of the State of Delaware, and approved by resolution adopted by its Board of Directors on said date, and entered into on December 19, 2007, by Simonton Building Products, Inc., a business corporation of the State of West Virginia, and approved by resolution adopted by its Board of Directors on said date.

WHEREAS, SLI, Inc. is a business corporation of the State of Delaware with its registered office therein located at 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle; and

WHEREAS, the total number of shares of stock which SLI, Inc. has authority to issue is one thousand (1,000) shares, all of which are of one class and with a par value of \$1.00; and

WHEREAS, Simonton Building Products, Inc. is a business corporation of the State of West Virginia with its registered office therein located at 209 West Washington Street, City of Charleston, County of Kanawha; and

WHEREAS, the total number of shares of stock which Simonton Building Products, Inc. has authority to issue is one million (1,000,000) common shares, each with a par value of \$1.00; and

WHEREAS, Simonton Holdings, Inc. holds all of the issued and outstanding common stock of SLI, Inc.; and

WHEREAS the General Corporation Law of the State of Delaware permits a merger of a business corporation of the State of Delaware with and into a business corporation of another jurisdiction; and

WHEREAS the §31D-11-1102 of the West Virginia Code permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of West Virginia; and

WHEREAS SLI, Inc. and Simonton Building Products, Inc. and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge SLI, Inc. with and into Simonton Building Products, Inc. pursuant to the provisions of the General Corporation Law of the State of Delaware and pursuant to the provisions of the §31D-11-1102 of the West Virginia Code upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by SLI, Inc. and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by Simonton Building Products, Inc. and approved by a resolution adopted by its Board of Directors, this Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. SLI, Inc. shall, pursuant to the provisions of the General Corporation Law of the State of Delaware and to the provisions of the §31D-11-1102 and §31D-11-1106 of the West Virginia Code, be merged with and into Simonton Building Products, Inc., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the §31D-11-1102 and §31D-11-1106 of the West Virginia Code. The separate existence of SLI, Inc., which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time in accordance with the provisions of the General Corporation Law of the State of Delaware.

2. The Articles of Incorporation of Simonton Building Products, Inc. immediately prior to the effective time of the merger shall be the Articles of Incorporation of the surviving corporation at the effective time of the merger and shall continue in full force and effect until changed, altered or amended as provided therein or by the West Virginia Code.

3. The by-laws of Simonton Building Products, Inc. immediately prior to the effective time of the merger shall be the by-laws of the surviving corporation at the effective time of the merger and shall continue in full force and effect until changed, altered, or amended as provided therein or by the West Virginia.

4. The directors and officers of Simonton Building Products, Inc. immediately prior to the effective time of the merger shall be the directors and officers of the surviving corporation at the effective time of the merger, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. At the effective time of the merger, each share of common stock of the terminating corporation issued and outstanding immediately prior to the effective time of the merger will be cancelled and retired and cease to exist. Any holder of a certificate representing any

such cancelled and retired shares of the common stock of the terminating corporation or each person listed on the stock transfer books thereof as owning any such shares of common stock, will cease to have any rights with respect to such cancelled and retired shares. The issued shares of the surviving corporation shall not be converted, exchanged or otherwise affected in any manner, and each said share of the surviving corporation which is issued and outstanding at the effective time of the merger shall continue to represent one issued and outstanding share of the surviving corporation following the effective time of the merger.

6. The surviving corporation (a) does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the terminating corporation, as well as for enforcement of any obligation of the surviving corporation arising from the merger herein provided for, including any suit or other proceeding to enforce the right of any stockholder of the terminating corporation as and when determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware; (b) does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and (c) does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware: Fortune Brands, Inc. Attention: Legal Department, 520 Lake Cook Road, Deerfield, Illinois 60015.

7. Upon the execution and delivery of this Plan and Agreement of Merger, the said parties hereto agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware and by the laws of the State of West Virginia, and that they will cause to be performed all necessary acts within the State of Delaware and the State of West Virginia and elsewhere to effectuate the merger herein provided for.

8. The board of directors and the officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger and the consummation of the merger herein provided for.

9. The effective time of this Plan and Agreement of Merger, and the time at which the merger herein agreed shall become effective in the State of Delaware and the State of West Virginia, shall be December 31, 2007 at 11:59 p.m. (Eastern Standard Time).

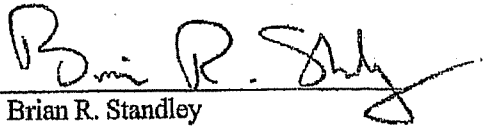
10. Notwithstanding the full approval and adoption of this Plan and Agreement of Merger, the said Plan and Agreement of Merger may be terminated at any time prior to the filing of the related certificates of merger with the Secretary of State of the State of Delaware or the Secretary of State of the State of West Virginia, as applicable.

[signature page follows]


IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent corporation parties thereto.

Dated: December 20, 2007

SLI, Inc.

By: 
Brian R. Standley
Vice President - Finance

Simonton Building Products, Inc.

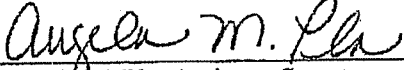
By: 
Mark Savan
President

CERTIFICATE OF ASSISTANT SECRETARY OF

SLI, Inc.

The undersigned, being the Assistant Secretary of SLI, Inc., does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Dated: 12/20/2007



Angela M. Pla, Assistant Secretary of SLI, Inc.