

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

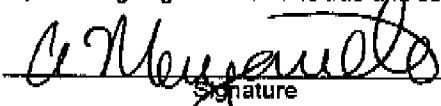
<p>1. Name of conveying party(ies): Norcraft Companies, L.L.C.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State: Delaware <input type="checkbox"/> Other:</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: <u>Norcraft Companies, L.P.</u></p> <p>Internal Address: <u>Suite 100</u> Street Address: <u>3020 Denmark Avenue</u></p> <p>City: <u>Eagan</u> State: <u>MN</u> Zip: <u>55121</u></p> <p><input type="checkbox"/> Individual(s) citizenship: _____ <input type="checkbox"/> Association: _____ <input type="checkbox"/> General Partnership: _____ <input checked="" type="checkbox"/> Limited Partnership: <u>Delaware</u> <input type="checkbox"/> Corporation-State: _____ <input type="checkbox"/> Other: _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No <small>(Designations must be a separate document from assignment)</small></p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of Conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other: <u>Certificate of Conversion</u></p> <p>Execution Date: <u>10/21/03</u></p>	

<p>4. Application Number(s) or Registration Number(s):</p> <p>A. Trademark Application No.(s): 76/523,476 75/887,428 76/276,146 78/276,161 76/032,230 74/196,523 78/276,152 78/276,150 76/032,231</p> <p style="text-align: center;">Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>B. Trademark Registration No.(s): 1,761,395 1,399,452 2,072,305 1,558,053 1,777,209 2,144,891 1,522,851 2,563,021 2,263,020</p> <p style="text-align: center;">Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Erin A. Dugan, IP Paralegal</u></p> <p>Internal Address: Atty. Dkt.: <u>SKCE-077</u> Street Address: <u>Ropes & Gray LLP</u> <u>One International Place</u></p> <p>City: <u>Boston</u> State: <u>MA</u> Zip: <u>02110-2624</u></p>	<p>6. Total Number of applications and registrations involved: <u>35</u></p> <p>7. Total fee (37 CFR 3.41) \$ <u>890.00</u></p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to Deposit Account <input type="checkbox"/> Authorized to be charged to credit card <small>(Form 2038 enclosed)</small></p> <p>8. Deposit account number: <u>18-1945</u> <small>(Attach duplicate copy of this page if paying by deposit account)</small></p>
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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.

Alexander Manganiello  11/14/03
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document:

CH \$890.00 181945 76523476

Form PTO-1594 **RECORDATION FORM COVER SHEET (continued)** Page 2 of 2

Additional Conveying Parties (1. Continued):

Additional Receiving Parties (2. Continued):

Assignee Name:
Internal Address:

Street Address:

City: State: Zip Code:

Additional Applications and/or Registration Numbers (4. Continued)

Additional Application Number(s) 4A continued:	Additional Registration Number(s) 4B continued:
	2,267,039
	2,263,022
	1,705,039
	1,842,977
	2,505,147
	2,302,914
	2,302,912
	1,162,775
	1,438,075
	1,910,102
	2,006,891
	1,443,847
	1,340,766
	1,563,411
	1,046,850
	2,499,186
	1,426,600

Additional numbers attached? Yes No

Delaware

PAGE 1

The First State

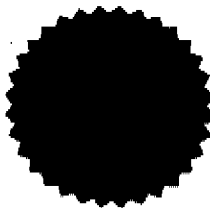
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "NORCRAFT COMPANIES, L.P." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE TWENTIETH DAY OF MAY, A.D. 1998, AT 4 O'CLOCK P.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "NORCRAFT COMPANIES, L.L.C." TO "NORCRAFT COMPANIES, L.P.", FILED THE TWENTY-FIRST DAY OF OCTOBER, A.D. 2003, AT 9:31 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED PARTNERSHIP.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2898926 8100H

AUTHENTICATION: 2701257

030674148

DATE: 10-21-03

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:00 PM 05/20/1998
981194696 - 2898926

**CERTIFICATE OF FORMATION
OF
NORCRAFT COMPANIES, L.L.C.**

- FIRST:** The name of the limited liability company is **NORCRAFT COMPANIES, L.L.C.** (the "Company").
- SECOND:** The address of the Company's registered office in the State of Delaware is 1209 Orange Street, Wilmington, Delaware 19801 in the county of New Castle. The name of the Company's registered agent is the Corporation Trust Company.
- THIRD:** The latest date on which the Company is to dissolve is December 31, 2048.
- FOURTH:** The debts, obligations and liabilities of the Company, whether arising in contract, tort or otherwise, shall be solely the debts, obligations and liabilities of the Company; and no member or manager of the Company shall be obligated personally for any such debt, obligation or liability of the Company solely by reason of being a member or acting as a manager of the Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of **NORCRAFT COMPANIES, L.L.C.** this 20th day of May, 1998.

James F. Spatzek, Jr.
James F. Spatzek, Jr., Authorized Person

DELETION 8404262.01

-190120A710

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 09:34 AM 10/21/2003
 FILED 09:31 AM 10/21/2003
 ERV 030673796 - 288826 FILE

STATE of DELAWARE

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

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 09:34 AM 10/21/2003
 FILED 09:31 AM 10/21/2003
 SRV 030673795 - 2898926 FILE

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 & Megue, 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 21st October, 2003.

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

/s/ Christopher Reilly

By: _____
 Name: Christopher Reilly
 Title: Authorized Person

PTO/SB/97 (12-97)

Approved for use through 9/30/00. OMB 0651-0031

Patent and Trademark Office; U.S. DEPARTMENT OF COMMERCE

Under the Paperwork Reduction Act of 1995, no persons are required to respond to a collection of information unless it displays a valid OMB control number.

Certificate of Transmission Under 37 CFR 1.8

I hereby certify that this correspondence is being facsimile transmitted to the Assignment Branch of the United States Patent and Trademark Office including: Recordation Form Cover Sheet (1 p); Release of Patents; Schedule I Containing List of Patents; and Certificate of Facsimile Transmission.

on November 13, 2003
Date

Andrea M. Berlo
Signature

Andrea M. Berlo
Typed or printed name of person signing Certificate

Note: Each paper must have its own certificate of transmission, or this certificate must identify each submitted paper.