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09-10-2002

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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102216129

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.

1. Name of conveying party(ies):

BANK OF MONTREAL, AS ADMINISTRATIVE AGENT

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State
☐ Other _____

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☒ Other Notice of Successor in Interest _____

Execution Date: July 31, 2002

2. Name and address of receiving party(ies)

Name: SunTrust Bank, as Administrative Agent

Internal

Address: Suite 1850

Street Address: 401 East Jackson Street

City: Tampa State: FL Zip: 33602

- ☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☒ Corporation-State Georgia
☐ Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☒ No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) N/A

B. Trademark Registration No.(s) 1,536,381,
1,560,925, 1,923,665 & 1,879,770Additional number(s) attached ☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Donna J. Hunter, Paralegal

Internal Address: Paul, Hastings, Janofsky
& Walker LLPStreet Address: 600 Peachtree Street, N.E.
Suite 2400

City: Atlanta State: GA Zip: 30308

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 3.41) \$ 115.00

- ☒ Enclosed
☐ Authorized to be charged to deposit account

8. Deposit account number:

16-0752

DO NOT USE THIS SPACE

9. Signature.

Donna J. Hunter

Name of Person Signing

September 4, 2002

Date

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

09/09/2002 LMUELLER 00000125 1536381

01 FC:481
02 FC:48240.00 DP
75.00 DP

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231

TRADEMARK
 REEL: 002578 FRAME: 0123

OFFICE OF PUBLIC RECORDS
 2002 SEP - 4 AM 9:12
 FINANCE SECTION

NOTICE OF CHANGE OF ADMINISTRATIVE AGENT - SECURITY INTEREST

BETWEEN:

MASONITE INTERNATIONAL CORPORATION

-AND-

BANK OF MONTREAL, AS FORMER AGENT

-AND-

SUNTRUST BANK, AS AGENT

WHEREAS MASONITE INTERNATIONAL CORPORATION (formerly known as Premdor, Inc.), an Ontario Corporation with its principal place of business and mailing address at 1600 Britannia Road East, Mississauga, Ontario, Canada L4W 1J2 ("Masonite International"), is the owner of the trade mark registrations and pending trade mark applications listed in Schedule "A" hereto together with the goodwill attaching thereto (the "Trade Marks");

AND WHEREAS Masonite International entered into a general security agreement dated August 31, 2001 with the Bank of Montreal, a Canadian corporation with an address at 115 South LaSalle, Chicago, Illinois, U.S.A. 60603 ("Bank of Montreal"), as Administrative Agent for a syndicate of lenders (the "Security Agreement");

AND WHEREAS pursuant to the Security Agreement Masonite International granted a security interest in the Trade Marks to the Bank of Montreal, as Administrative Agent for the syndicate of lenders, on terms and conditions as fully set out in the Security Agreement;

AND WHEREAS pursuant to an agreement dated July 19, 2002 (the "Acknowledgment Agreement") SunTrust Bank, a Georgia banking corporation with an address at 401 East Jackson Street, Suite 1850, Tampa, Florida, U.S.A. 33602 replaced Bank of Montreal as the Administrative Agent for the syndicate of lenders under the Security Agreement;

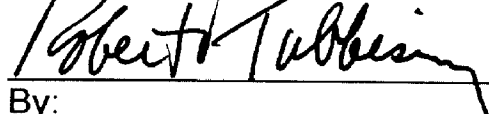
NOW THEREFORE in consideration of \$10.00 and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by each party, the parties hereby agree and confirm that:

3. Bank of Montreal has ceased to be Administrative Agent for the syndicate of lenders pursuant to the Security Agreement as amended by the Acknowledgment Agreement; and
4. SunTrust Bank is now the Administrative Agent for the syndicate of lenders pursuant to the Security Agreement as amended by the Acknowledgment Agreement;

All on the terms conditions as fully set out in the Security Agreement and the Acknowledgment Agreement.

Executed at Atlanta, Georgia, this 31st day of July, 2002.

MASONITE INTERNATIONAL CORPORATION



By:
Title:

Executed at Toronto, Ontario, this 14th day of August, 2002.

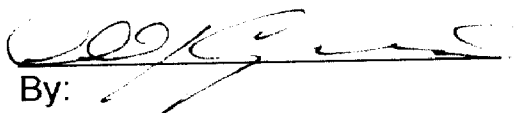
BANK OF MONTREAL



By: T. Vernelli
Title: Director

Executed at Atlanta, Georgia, this 31st day of July, 2002.

SUNTRUST BANK



By:
Title:

SCHEDULE "A"**CANADIAN TRADE MARK REGISTRATIONS**

Trade Mark	Canadian Registration No.
PREMDOR	TMA344,615
PREMDOR DESIGN	TMA348,095
FAST FIT	TMA339,580
SAFE'N SOUND	TMA424,817

UNITED STATES TRADE MARK REGISTRATIONS AND APPLICATIONS

Trade Mark	U.S. App. No.	U.S. Reg'n No.
PREMDOR	73/688,578	1,536,381
PREMDOR (Stylized)	73/688,617	1,560,925
FAST-FIT (Stylized)	74/142,008	1,923,665
SAFE'N SOUND	74/386,119	1,879,770
MASONITE	76/387,218	N/A
MASONITE	76/387,219	N/A

CERTIFICATE OF EXPRESS MAILING

"Express Mail" mailing label number:

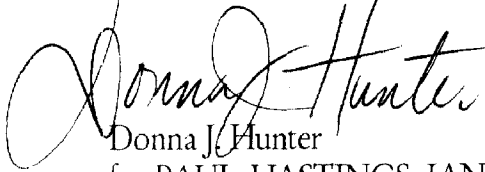
EL672866621US

Date of Deposit:

September 4, 2002

I hereby certify that the attached three (3) Trademark Recordation Cover Sheets, transmittal letter and three checks for the filing fees are being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 C.F.R. 1.10 on the date indicated above and is addressed to the U.S. Patent and Trademark Office, Assignment Division, Box Assignments, CG-4, 1213 Jefferson Davis Hwy., Suite 320, Washington, DC 20231.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Donna J. Hunter". The signature is fluid and cursive, with the first name "Donna" being more prominent.

Donna J. Hunter

for PAUL, HASTINGS, JANOFSKY & WALKER LLP

600 Peachtree Street, N.E., Suite 2400

Atlanta, Georgia 30308-2222

(404) 815-2301

Atlanta
Beijing
Hong Kong
London
Los Angeles
New York
Orange County
San Francisco
Stamford
Tokyo
Washington, D.C.

(404) 815-2301
donnahunter@paulhastings.com

September 4, 2002

25552.00060

VIA U.S. EXPRESS MAIL

Commissioner of Patents and Trademarks
U.S. Patent and Trademark Office
BOX ASSIGNMENTS, CG-4
1213 Jefferson Davis Hwy., Suite 320
Washington, DC 20231

Re: Recordation of Patent and Trademark Documents – Masonite International Corporation

Dear Sir or Madam:

For the recordation of the grants of security interest in various United States Trademark applications and registrations, enclosed please find the following documents:

1. Grant of Security Interest in Trademarks from Masonite International Corporation to SunTrust Bank, as Administrative Agent

- a. Trademark Recordation Form Cover Sheet;
- b. First Amendment of Trademark Collateral Agreement and Schedule A-1;
- c. A check in the amount of \$165.00 for the applicable filing fee;

2. Grant of Security Interest in Trademarks from Bank of Montreal, as Administrative Agent to SunTrust Bank, as Administrative Agent

- a. Trademark Recordation Form Cover Sheet;
- b. Notice of Change of Administrative Agent – Security Interest and Schedule A;
- c. A check in the amount of \$115.00 for the applicable filing fee;

and

3. Grant of Security Interest in Trademarks from Bank of Montreal, as Administrative Agent to SunTrust Bank, as Administrative Agent

- a. Trademark Recordation Form Cover Sheet;
- b. Notice of Change of Administrative Agent – Security Interest and Schedule A;

Commissioner of Patents and Trademarks
SunTrust/Masonite
September 4, 2002
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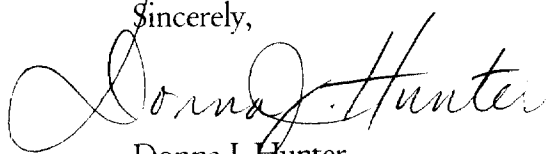
c. A check in the amount of \$115.00 for the applicable filing fee.

Please record the enclosed documents and amend your records to reflect such grants of security interest.

We request that you charge any deficiencies, or credit any overpayments to Paul, Hastings, Janofsky & Walker LLP's Deposit Account Number 16-0752.

Do not hesitate to contact me should you have any questions regarding this matter.

Sincerely,

A handwritten signature in cursive script that reads "Donna J. Hunter". The signature is written in dark ink and is positioned above the printed name.

Donna J. Hunter
for PAUL, HASTINGS, JANOFSKY & WALKER LLP

Enclosures

cc: Chris D. Molen, Esq.
J. Craig Lee, Esq.
Jeffrey C. Narvil, Esq.