

To the Honorable Commissioner of Patents and

original documents or copy thereof.

102250380

1. Name of conveying party(ies)
Masonite International Corporation
1600 Britannia Road East
Mississauga, Ontario
L4W 1J2 Canada
Additional name(s) of conveying party(ies) attached?
Yes _____ No X

____ Individual(s) _____ Association
____ General Partnership _____ Limited Partnership
X Corporation - Prov. _____ Other

Additional name(s) of conveying party(ies) attached?
____ Yes X No

2. Name and address of receiving party(ies):

Name: Suntrust Bank

Internal Address: _____

Street Address: 401 East Jackson Street, Suite 1850City: Tampa State: FloridaZC.: 33602Country: USA

____ Individual(s) citizenship
____ Association
____ General Partnership
X Corporation - Prov.
____ Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes _____ No x(Designations must be a separate document from Assignment)
Additional names/addresses attached? Yes _____ No x

3. Nature of conveyance:

____ Assignment _____ Merger
____ Security Agreement _____ Change of Name

Other Notice of Change of Administrative Agent - Security InterestExecution Date: July 31, 2002 and August 14, 2002

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

A. Trademark Application No.(s)

76/387,218 76/387,219

B. Trademark Registration No.(s)

1,536,381 1,560,925 1,879,770 1,923,665Additional numbers attached? _____ Yes _____ No X

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

Name: Andrew I. McIntoshInternal Address: c/o Bereskin & ParrStreet Address: Box 401, 40 King Street WestCity: Toronto Prov.: Ontario P.C.: M5H 3Y2Country: Canada6. Total number of applications and registrations involved: _____ 57. Total fee (37 CFR 3.41).....\$ 140.00X Enclosed #4665X Authorized to charge any deficiencies to our account no. 02-2095

8. Deposit account number: _____

(No need to attach duplicate copy of this page if paying by deposit account)

10/16/2002 DBYRNE 00000032 76387218

01 FC:8521 40.00 DP
02 FC:8522 100.00 DP

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.

Andrew I. McIntosh, Regn. #40,453

Name of Person Signing

BP File # 12673-3

Signature

October 1, 2002

Date

Total number of pages (including cover sheet): 4

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

NOTICE OF CHANGE OF ADMINISTRATIVE AGENT - SECURITY INTEREST

BETWEEN:

MASONITE INTERNATIONAL CORPORATION

-AND-

BANK OF MONTREAL, AS FORMER AGENT

-AND-

SUNTRUST BANK, AS AGENT

TRADEMARK FEE PROCESS
RECEIVED
2002 OCT - 2 P 1:50
US PATENT &
TRADEMARK OFFICE

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;

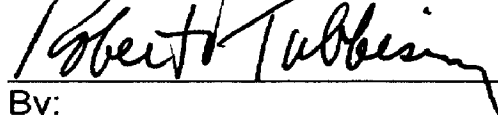
NOW THEREFORE in consideration of \$10.00 and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by each party, the parties hereby agree and confirm that:

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