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09-10-2002



Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

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

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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

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Notice of Successor in Interest

Execution Date: July 31, 2002

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) N/A
 B. Trademark Registration No.(s) 1,391,255,
 0,876,307, 0,512,340 0,248,040

Additional 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 LLP
 Street 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

OFFICE OF PUBLIC RECORDS
FINANCE SECTION
2002 SEP -4 AM 9:13

DO NOT USE THIS SPACE

9. Signature.
 Donna J. Hunter
 Name of Person Signing

Signature

September 4, 2002
 Date

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

09/09/2002 LMUELLER 00000127 1391255

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

01 FC:481
02 FC:482
40.00 OP
75.00 OP

TRADEMARK
REEL: 002578 FRAME: 0080

NOTICE OF CHANGE OF ADMINISTRATIVE AGENT - SECURITY INTEREST

BETWEEN:

MASONITE CORPORATION

-AND-

BANK OF MONTREAL, AS FORMER AGENT

-AND-

SUNTRUST BANK, AS AGENT

WHEREAS MASONITE CORPORATION, an Delaware Corporation with its principal place of business and mailing address at One North Dale Mabry Hwy, Suite 950, Tampa, Florida, U.S.A. 33609 ("Masonite Corporation"), is the owner of the trade mark applications and trade mark registrations listed in Schedule "A" hereto together with the goodwill attaching thereto (the "Trade Marks"), and the patents and pending patent applications listed in Schedule "B" hereto (the "Patents and Patent Applications");

AND WHEREAS Masonite Corporation entered into a 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 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 and the Patents and Patent Applications to the Bank of Montreal, as 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 "Acknowledgement 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 Agent for the syndicate of lenders under the Security Agreement;

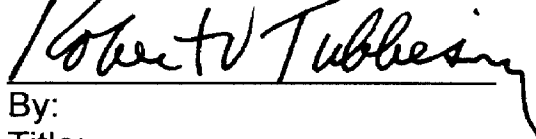
NOW THEREFORE in consideration of \$10.00 and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by each party, the parties hereby agree and confirm that:

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




By:

Title:

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

BANK OF MONTREAL

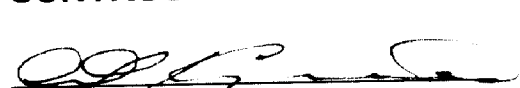


By: T. Vernell,

Title: Director

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

SUNTRUST BANK



By:

Title:

SCHEDULE "A"

CANADIAN TRADE MARK REGISTRATIONS

Trade Mark	Registration No.
MASONITE	TMDA052633

UNITED STATES TRADE MARK REGISTRATIONS

Trade Mark	Registration No.
MASONITE (Stylized)	1,391,255
MASONITE (Stylized)	0,876,307
MASONITE	0,512,340
MASONITE	0,248,040

CANADIAN PATENTS AND PATENT APPLICATIONS

Patent/Application No.	Title
2,236,649	Method for Steam Pressing Composite Board Having at Least One Finished Surface
2,151,989	Molded Wood Composites Having Non-Blistering Profile with Uniform Paintability and Nesting