



To the Honorable Commissioner of Patents and Trademarks

102250152

original documents or copy thereof.

1. Name of conveying party(ies) *10-2-02*
 Masonite Corporation
 One North Dale Marbry Hwy., Suite 950
 Tampa, Florida
 33609 U.S.A.
 Additional name(s) of conveying party(ies) attached?
 Yes _____ No X
 _____ Individual(s) _____ Association
 _____ General Partnership _____ Limited Partnership
X _____ Corporation - _____ 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 1850
 City: Tampa State Florida
 ZC.: 33602
 Country: USA
 _____ Individual(s) citizenship
 _____ Association
 _____ General Partnership
X _____ Corporation -
 _____ 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

TRADEMARK FEE PROCESS RECEIVED
 OCT 12 P 1:50
 U.S. PATENT & TRADEMARK OFFICE
 TAMPA FIELD OFFICE

3. Nature of conveyance:
 _____ Assignment _____ Merger
 _____ Security Agreement _____ Change of Name
 Other Notice of Change of Administrative Agent - Security Interest
 Execution Date: July 31, 2002 and August 14, 2002

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1,391,255 0,876,307 0,512,340 0,248,040
 Additional numbers attached? _____ Yes X No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Andrew I. McIntosh
 Internal Address: c/o Bereskin & Parr
 Street Address: Box 401, 40 King Street West
 City: Toronto Prov.: Ontario P.C.: M5H 3Y2
 Country: Canada
 10/16/2002 DBYRME 00000031 1391255
 01 FC:8521 40.00 OP
 02 FC:8522 75.00 OP

6. Total number of applications and registrations involved: 4
 7. Total fee (37 CFR 3.41).....\$ 115.00
X Enclosed 4666
X 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)

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 *Andrew I. McIntosh* _____ October 1, 2002
 Name of Person Signing Signature Date
 BP File # 12673-3 Total number of pages (including cover sheet): 4

Do not detach this portion
 Mail documents to be recorded with required cover sheet information to:
Commissiener of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

NOTICE OF CHANGE OF ADMINISTRATIVE AGENT - SECURITY INTEREST

BETWEEN:

MASONITE CORPORATION

-AND-

BANK OF MONTREAL, AS FORMER AGENT

-AND-

SUNTRUST BANK, AS AGENT

TRADEMARK FEE PROCESS
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US PATENT &
TRADEMARK OFFICE

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;

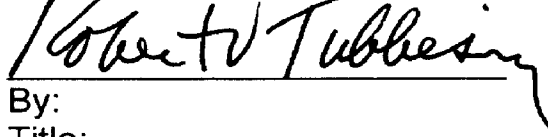
NOW THEREFORE in consideration of \$10.00 and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by each party, the parties hereby agree and confirm that:

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

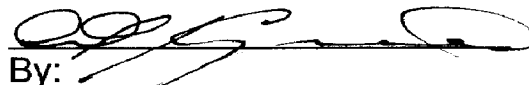


By: T. Vernelli

Title: Director

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

SUNTRUST BANK



By:

Title:

SCHEDULE "A"

CANADIAN TRADE MARK REGISTRATIONS

Trade Mark	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

SCHEDULE "B"

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