

PREMDOR FINACE LLC
Form F-4/A
May 17, 2007

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As filed with the Securities and Exchange Commission on May 17, 2007

No. 333-139791

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Amendment No. 2
to
Form F-4**

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Masonite International Inc.

(Exact name of registrant as specified in its charter)

Canada
(State or other jurisdiction of
incorporation or organization)

2431
(Primary Standard Industrial
Classification Code Number)

Not Applicable
(I.R.S. Employer
Identification No.)

**1600 Britannia Road East
Mississauga, Ontario L4W 1J2 Canada**

(905) 670-6500

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Masonite Corporation

(Exact name of registrant as specified in its charter)

Masonite International Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation
or organization)

2431
(Primary Standard
Industrial Classification
Code Number)

64-0198020
(I.R.S. Employer
Identification No.)

Ontario, Canada
(State or other jurisdiction
of incorporation
or organization)

2431
(Primary Standard
Industrial Classification
Code Number)

98-0377314
(I.R.S. Employer
Identification No.)

**One North Dale Mabry Highway, Suite 950
Tampa, Florida 33609**

(813) 877-2726

(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

**1600 Britannia Road East
Mississauga, Ontario L4W 1J2 Canada**

(905) 670-6500

(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

Frederick Arnold
**One North Dale Mabry Highway, Suite 950
Tampa, Florida 33609**

(813) 739-3000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Copies:

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Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017-3954

Tel: (212) 455-2000

Fax: (212) 455-2502

Approximate date of commencement of proposed sale of the securities to the public: The exchange will occur as soon as practicable after the effective date of this Registration Statement.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Title of Each Class Of Securities to be Registered	Amount to Be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount Of Registration Fee
Senior Subordinated Notes due 2015 issued by Masonite Corporation	\$412,000,000	100%(1)	\$412,000,000(1)	\$44,084(2)
Guarantees of Senior Subordinated Notes due 2015 issued by Masonite Corporation(3)	(4)	(4)	(4)	(4)
Senior Subordinated Notes due 2015 issued by Masonite International Corporation	\$358,000,000	100%(1)	\$358,000,000(1)	\$38,306(2)
Guarantees of Senior Subordinated Notes due 2015 issued by Masonite International Corporation(3)	(4)	(4)	(4)	(4)

(1) Estimated solely for the purpose of calculating the registration fee under Rule 457 of the Securities Act of 1933, as amended.

(2) Previously paid.

(3) See inside facing page for table of additional registrant guarantors.

(4) Pursuant to Rule 457(n) under the Securities Act of 1933, as amended, no separate fee for the guarantees is payable.

The Registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

TABLE OF ADDITIONAL REGISTRANT GUARANTORS

Exact Name of Registrant As Specified In Its Charter	State or other Jurisdiction of Incorporation or Organization	IRS Employer Identification Number	Address, Including Zip Code, of Registrant's Principal Executive Offices	Phone Number
3061275 Nova Scotia Company	Nova Scotia	Not Applicable	1600 Britannia Road East Mississauga, Ontario L4W 1J2 Canada	(905) 670-6500
Bonlea Limited	United Kingdom	Not Applicable	Birthwaite Business Park Huddersfield Road Darton, Barnsley S75 5JS United Kingdom	+44-1226-383434
Castlegate Entry Systems, Inc.	Canada	Not Applicable	1600 Britannia Road East Mississauga, Ontario L4W 1J2 Canada	(905) 670-6500
Crown Door Corporation	Canada	Not Applicable	1600 Britannia Road East Mississauga, Ontario L4W 1J2 Canada	(905) 670-6500
Cutting Edge Tooling, Inc.	Florida	83-0338818	One North Dale Mabry Highway, Suite 950 Tampa, Florida 33609	(813) 877-2726
Door Installation Specialists Corporation	Florida	20-1562354	One North Dale Mabry Highway, Suite 950 Tampa, Florida 33609	(813) 877-2726
Eger Properties	California	68-0316847	One North Dale Mabry Highway, Suite 950 Tampa, Florida 33609	(813) 877-2726
Florida Made Door Co.	Florida	59-0737960	One North Dale Mabry Highway, Suite 950 Tampa, Florida 33609	(813) 877-2726
Masonite Chile Holdings S.A.	Chile	Not Applicable	Ruta Q-50, Km. 1,5 Cabrero, Chile 447000	+56-43-404402
Masonite Components	Ireland	Not Applicable	Derryoughter Drumsna Carrick on Shannon Co. Leitrim Republic of Ireland	+353-71-9659500
Masonite Europe	Ireland	Not Applicable	Derryoughter Drumsna Carrick on Shannon Co. Leitrim Republic of Ireland	+353-71-9659500
Masonite Europe Limited	United Kingdom	Not Applicable	Birthwaite Business Park Huddersfield Road, Darton, Barnsley, S75 5JS United Kingdom	+44-1226-383434
Masonite Ireland	Ireland	Not Applicable	Derryoughter Drumsna Carrick on Shannon Co. Leitrim	+353-71-9659500

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Exact Name of Registrant As Specified In Its Charter	State or other Jurisdiction of Incorporation or Organization	IRS Employer Identification Number	Address, Including Zip Code, of Registrant's Principal Executive Offices	Phone Number
			Republic of Ireland	
Masonite Mexico, S.A. de C.V.	Mexico	Not Applicable	Carretera Laredo Km. 23 Cienega de Flores, Estado Nuevo Leon 65550 Mexico	+5281-8220-8900
Masonite PrimeBoard, Inc.	North Dakota	20-2765752	One North Dale Mabry Highway, Suite 950 Tampa, Florida 33609	(813) 877-2726
Pintu Acquisition Company, Inc.	Delaware	62-1647932	One North Dale Mabry Highway, Suite 950 Tampa, Florida 33609	(813) 877-2726
Premdor Crosby Limited	United Kingdom	Not Applicable	Birthwaite Business Park Huddersfield Road, Darton, Barnsley, S75 5JS United Kingdom	+44-1226-383434
Premdor Finance LLC	Delaware	51-0404966	Nemours Building, Suite 1414 1007 Orange Street Wilmington, Delaware 19801	(302) 652-5200

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Premdor U.K. Holdings Limited	United Kingdom	Not Applicable	Birthwaite Business Park Huddersfield Road, Darton, Barnsley S75 5JS United Kingdom	+44-1226-383434
WMW, Inc.	Delaware	76-0533326	One North Dale Mabry Highway, Suite 950 Tampa, Florida 33609	(813) 877-2726
Woodlands Millwork I, Ltd.	Texas	76-0285989	One North Dale Mabry Highway, Suite 950 Tampa, Florida 33609	(813) 877-2726

Information contained herein is subject to completion or amendment. A registration statement relating to those securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This prospectus shall not constitute an offer to sell or the solicitation of an offer to buy.

Subject to Completion, dated May 17, 2007

PRELIMINARY PROSPECTUS

Masonite International Inc.

Masonite Corporation

Masonite International Corporation

OFFER TO EXCHANGE

Up to \$412,000,000 aggregate principal amount of Senior Subordinated Notes due 2015 issued by Masonite Corporation, which have been registered under the Securities Act of 1933, for any and all outstanding Senior Subordinated Notes due 2015 issued by Masonite Corporation.

Up to \$358,000,000 aggregate principal amount of Senior Subordinated Notes due 2015 issued by Masonite International Corporation, which have been registered under the Securities Act of 1933, for any and all outstanding Senior Subordinated Notes due 2015 issued by Masonite International Corporation.

The exchange notes will be fully and unconditionally guaranteed on an unsecured basis by our parent company, Masonite International Inc., and certain of our domestic and foreign subsidiaries.

We are conducting the exchange offer in order to provide you with an opportunity to exchange your unregistered outstanding notes for freely tradeable exchange notes that have been registered under the Securities Act of 1933.

The Exchange Offer

We will exchange all outstanding notes that are validly tendered and not validly withdrawn for an equal principal amount of exchange notes representing the same underlying indebtedness that are freely tradeable.

You may withdraw tenders of outstanding notes at any time prior to the expiration date of the exchange offer.

The exchange offer expires at 12:00 midnight, New York City time, on _____, 2007 which is the 30th day after the date of this prospectus.

The exchange of outstanding notes for exchange notes in the exchange offer will not be a taxable event for U.S. or Canadian federal income tax purposes.

The terms of the exchange notes to be issued in the exchange offer are substantially identical to the outstanding notes, except that the exchange notes will be freely tradeable.

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All untendered outstanding notes will continue to be subject to the restrictions on transfer set forth in the outstanding notes and in the indentures. In general, the outstanding notes may not be offered or sold, unless registered under the Securities Act, except pursuant to an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws. Other than in connection with the exchange offer, we do not currently anticipate that we will register the outstanding notes under the Securities Act.

You should carefully consider the "Risk Factors" beginning on page 18 of this prospectus before participating in the exchange offer.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the exchange notes to be distributed in the exchange offer or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2007.

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We have not authorized any dealer, salesperson or other person to give any information or represent anything to you other than the information contained in this prospectus. You must not rely on unauthorized information or representations.

This prospectus does not offer to sell nor ask for offers to buy any of the securities in any jurisdiction where it is unlawful, where the person making the offer is not qualified to do so, or to any person who cannot legally be offered the securities. The information in this prospectus is current only as of the date on its cover, and may change after that date.

Following the date of this prospectus we will be subject to reporting obligations and any filings we make will be available via the website of the United States Securities and Exchange Commission, or SEC, at www.sec.gov. You can also obtain any filed documents regarding us without charge by written or oral request to:

Masonite International Inc.
One North Dale Mabry Highway, Suite 950
Tampa, Florida 33609
Attn. Frederick Arnold
Telephone: (813) 739-3000

Please note that copies of documents provided to you will not include exhibits.

In order to receive timely delivery of requested documents in advance of the expiration date of the exchange offer, you should make your request no later than _____, 2007, which is five business days before you must make a decision regarding the exchange offer.

See "Available Information".

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

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Unless we indicate otherwise, financial information in this preliminary prospectus has been prepared in accordance with Canadian GAAP. Canadian GAAP differs in some respects from U.S. GAAP, and thus our financial statements may not be comparable to the financial statements of U.S. companies. Certain differences as they apply to us are summarized in note 25 to the annual consolidated financial statements included elsewhere in this prospectus.

ENFORCEABILITY OF CIVIL LIABILITIES

Masonite International Inc. is incorporated under the Canada Business Corporations Act and Masonite International Corporation, a subsidiary of Masonite International Inc., is incorporated under the Ontario Business Corporations Act. Certain of our guarantors are also incorporated in jurisdictions outside of the United States. Each of Masonite International Inc. and Masonite International Corporation has its principal executive office in Ontario, Canada. Certain of the directors, officers and experts named in this prospectus are not residents of the United States, and all or a substantial portion of their assets and a substantial portion of the assets of Masonite International Inc., Masonite International Corporation and our non-U.S. guarantors are located outside of the United States. It may be difficult for you to effect service of process within the United States upon us or our directors, officers and experts who are not residents of the United States or to realize in the United States upon judgments of U.S. courts based upon the civil liability under the federal securities laws of the United States. We have been advised by Davies Ward Phillips & Vineberg LLP, our Canadian counsel, that there is doubt as to the enforceability in Canada against us or against our directors, officers or experts who are not residents of the United States, in original actions or in actions for enforcement of judgments of U.S. courts, of liabilities based solely upon the federal securities laws of the United States.

EXCHANGE RATE INFORMATION

The following table sets forth, for the periods indicated, translations of Canadian dollars into U.S. dollars at specified rates. These translations have been made at the indicated noon-buying rate in New York City for cable transfers in Canadian dollars as certified for customs purposes by the Federal Reserve Bank of New York. These rates are provided solely for your convenience. They are not necessarily the rates used by us in the preparation of our financial statements.

Year Ended December 31	Average		
2002	0.6368		
2003	0.7186		
2004	0.7702		
2005	0.8269		
2006	0.8821		
Recent Monthly Data	Average	Low	High
October 2006	0.8861	0.8784	0.8965
November 2006	0.8804	0.8715	0.8869
December 2006	0.8672	0.8582	0.8760
January 2007	0.8502	0.8457	0.8586
February 2007	0.8540	0.8437	0.8631
March 2007	0.8561	0.8467	0.8673

INDUSTRY DATA

We obtained the industry, market and competitive position data referenced throughout this prospectus from our own internal estimates and research as well as from industry and general publications and research, and surveys and studies conducted by third parties. Industry publications, studies and surveys generally state that they have been obtained from sources believed to be reliable, although they do not guarantee the accuracy or completeness of such information. While we believe that each of these publications, studies and surveys is reliable, we have not independently verified market and industry data from third party sources. While we believe our internal company research is reliable, such research has not been verified by any independent source.

PROSPECTUS SUMMARY

This summary highlights information appearing elsewhere in this prospectus. This summary is not complete and does not contain all of the information that you should consider before participating in the exchange offer. You should read the entire prospectus carefully.

Unless the context otherwise requires, in this prospectus "Masonite", the "company", "we", "us" and "our" refer to Masonite International Inc. ("Masonite International") and its subsidiaries; and references to the "Issuers" mean Masonite Corporation ("Masonite U.S.") and Masonite International Corporation ("Masonite Canada"), the issuers of the notes. Masonite U.S., a direct wholly owned subsidiary of Masonite International, operates Masonite International's U.S. subsidiaries. Masonite Canada, also a direct wholly owned subsidiary of Masonite International, operates Masonite International's Canadian subsidiaries as well as certain other non-U.S. subsidiaries. All amounts are in U.S. dollars unless specified otherwise.

Our Company

We are one of the largest manufacturers of doors in the world based on the number of doors sold, with a significant market share in both interior and exterior door products. We sell approximately 50 million doors per year. Our products are sold in over 70 countries, including the United States, Canada, the United Kingdom, France and throughout Central and Eastern Europe. For the year ended December 31, 2006 our sales were \$2.5 billion.

Our products are marketed under well-recognized brand names throughout the world. In North America, we market our doors primarily under the Masonite brand, which is a leading brand in the door industry according to published industry sources. Our sales are derived from the two primary sources of door demand: residential repair, renovation and remodeling of existing homes, and the construction of new homes. We believe that sales to the less cyclical residential repair, renovation and remodeling sector represents the larger component of our business in North America. Approximately 77% of our 2006 sales were generated in North America, where we believe we have a leading market share in both interior and exterior doors, 19% in Europe, and the remainder in South America, Asia, Africa and the Middle East.

We have over 80 manufacturing and distribution facilities in 18 countries, primarily in North America and Europe. We are a vertically integrated producer, manufacturing key components of doors, including composite molded and veneer door facings, glass door lites and cut stock. In order to realize cost advantages and efficiencies provided by vertical integration, we have integrated the various operations in our North American segment as well as our Europe and Other segment to the point where we share common systems, financing and infrastructure. We believe that our high level of vertical integration provides us with competitive and cost advantages over competitors not as vertically integrated, and enhances our ability to develop new and proprietary products.

As part of our "all products" cross-merchandising strategy, we provide our customers with a broad product offering of interior and exterior doors and entry systems at various price points. We manufacture a broad line of interior doors, including residential molded, flush, stile and rail, louvre and specially-ordered commercial and architectural doors. We also manufacture exterior residential steel and fiberglass doors and entry systems. In 2006, sales of interior and exterior products accounted for approximately 66% and 34% of our revenue, respectively. In addition, we also sell certain door components to other door manufacturers.

We sell doors through multiple distribution channels, including: (i) retail home center customers; (ii) one-step distributors that sell directly to homebuilders and contractors; and (iii) two-step wholesale distributors that resell to other distributors. For North American retail home center customers, our numerous door fabrication facilities provide value-added fabrication and logistical services, including store delivery of pre-hung interior and exterior doors. We believe our ability to provide: (i) a broad product range; (ii) frequent, rapid, on-time and complete delivery; (iii) consistency in products and merchandising; (iv) national service; and (v) special order programs differentiate us from our competitors.

Post-Transaction Initiatives

We were acquired on April 6, 2005 by an affiliate of Kohlberg Kravis Roberts & Co. L.P., or KKR. Since this acquisition, which we refer to as the Transaction, we have implemented a strategic focus designed to enhance the operating performance of our business and deliver increased value to our customers.

Our "Blueprint for Profitable Growth" focuses employees at all levels on achieving key customer and manufacturing metrics, including targets for customer service, product profitability and manufacturing efficiencies. To accomplish these goals we have deployed an intensive program based upon "Lean Sigma" methodologies, along with a comprehensive review of product pricing. In addition, we have introduced a detailed set of operational metrics which are used to assess facility performance and to benchmark best practices across the company. These metrics measure key processes and controllable costs, including fill rates, lead times, direct labor, overhead, cost of quality, distribution and inventory levels. In 2007, we plan to train approximately 200 of our employees in the disciplines of Lean Sigma, and hire additional Lean Sigma experts from outside our company in order to effect these process-improvement initiatives. We believe that these initiatives will provide us with a strong platform for future profitability and growth.

Business Strengths

We believe that we are distinguished by the following business strengths:

Leading Global Manufacturer. With operations in 18 countries and customers in over 70 countries, we are a leading manufacturer of doors in the United States, Canada, the United Kingdom and France.

Diversified Business. Our business is diversified by geography and distribution channel, with a broad product offering of doors. We sell products through multiple distribution channels, including one- and two-step distributors, retail home centers and wholesale building supply dealers, thereby reducing our reliance on any one channel.

Focus on Stable End Market. We generate the majority of our revenue from residential repair, renovation and remodeling spending, which has historically been less cyclical than new construction spending.

Strong Brand Recognition. Our brands are well recognized throughout the building products industry for their design, innovation, reliability and quality according to published industry sources. We market our doors globally, primarily under the Masonite® and Premdor® brands, as well as other well-recognized names.

Strong Customer Relationships with Well-Established Multi-Channel Distribution. We have well-established relationships within all door distribution channels. Our top ten customers have been purchasing doors from us for more than 11 years on average and we believe that in most cases we are their leading door supplier.

Low Cost Producer with Leading Technology and Infrastructure. We have numerous design, process and product patents developed primarily at our 141,000 square foot research facility in West Chicago.

Vertically Integrated Operations. We are one of the few vertically integrated manufacturers of doors in the world, enabling us to control the many facets of production, decrease lead times and enhance customer service.

Business Strategy

We intend to build upon our leading position in the door market worldwide through the following key elements of our business strategy:

Implement the Blueprint for Profitable Growth. Our Blueprint for Profitable Growth was introduced during the fourth quarter of 2005 and distributed to employees around the world and to many of our customers, suppliers and investors. The Blueprint provides direction for all employees with clear,

distinct and common goals and actions that we believe will enable us to improve operations across our business.

We identified three priorities which we believe will improve our performance:

Creating a common culture across our company with a focus on operational excellence while preserving our traditional entrepreneurial spirit.

Driving cost reductions through all parts of our business, including at the plant level through improving core operational metrics; in the supply chain as we build capabilities to better manage and reduce materials, services and distribution costs; and in administrative costs by challenging all spending in selling and administrative cost centers.

Improving pricing discipline based on a comprehensive understanding of customer and product line profitability, and the value that we provide to our customers.

Enhance Value Proposition for Our Customers. Through the implementation of Lean Sigma, we intend to further enhance the value we provide to our customers by decreasing our lead times and focusing on other key customer service metrics.

Continue Leadership in New Product Design and Technology. We consider our strong focus on research and development to be one of our major strengths and intend to capitalize on our leadership in this area through the development of new and innovative products and improved manufacturing processes.

There are a variety of risks inherent in the execution of our business strategy and the maintenance of our business strengths. For example, we must continually improve our door designs so that our doors remain among the most attractive available. In addition, we must continue to deliver quality products free of defects at competitive prices on a timely basis to our customers.

Recent Developments

In the first quarter of 2007, we were notified by our largest customer, The Home Depot, that they would be moving substantially all of their business with us in certain geographic regions to a competitor later in 2007. This decision by The Home Depot was the result of price increases we put in place during 2006. Our sales to The Home Depot in the regions affected are approximately \$250-\$300 million on an annualized basis. Subsequent to The Home Depot notification, we announced the permanent closure of facilities dedicated to The Home Depot in Toledo, Ohio, Logan Township, New Jersey and Frederick, Maryland. In addition, we further announced the significant curtailment of production at three additional facilities dedicated to serving The Home Depot in Winchester, Virginia, Leominster, Massachusetts and Goshen, Indiana and the permanent closure of an interior door manufacturing facility located in Mississauga, Ontario. The shutdown of the four facilities being permanently closed is expected to be completed by the end of the third quarter of 2007. We expect to incur a charge in 2007 in connection with the transition of this business.

Issuer Information

Masonite International Inc., the parent company of Masonite Corporation and Masonite International Corporation, was incorporated under the Canada Business Corporations Act on February 2, 2005. Masonite Corporation is a Delaware corporation incorporated on September 1, 1925. Masonite International Corporation and Specialty Buildings Products Ltd. amalgamated on May 30, 2005 to form Masonite International Corporation under the Ontario Business Corporations Act.

Our principal executive offices are located at 1600 Britannia Road East, Mississauga, Ontario, Canada L4W 1J2 and One North Dale Mabry Highway, Suite 950, Tampa, Florida 33609. Our telephone number is (905) 670-6500 and (813) 877-2726, respectively. Our web site is located at www.masonite.com. Information on our web site does not constitute part of this prospectus and is not incorporated by reference herein.

Summary of the Terms of the Exchange Offer

On April 6, 2005, in connection with the closing of the Transaction, we entered into a \$770.0 million senior subordinated loan agreement. The proceeds of the loan were used to partially fund the Transaction. See "The Transaction". The senior subordinated loan initially carried an interest rate of LIBOR plus 6.00%, which increased over time to a maximum interest rate of 11% per annum. On October 6, 2006, the senior subordinated loan was repaid in full with the automatic issuance of a new debt obligation comprised of a senior subordinated term loan bearing an interest rate of 11% and maturing on April 6, 2015. Certain lenders exercised their option on and after October 6, 2006 to receive Senior Subordinated Notes due 2015 for all or a part of the principal amount of the senior subordinated term loan of such lender then outstanding (the "private placement").

In this prospectus, the terms "outstanding notes" refers to the Senior Subordinated Notes due 2015 issued by Masonite Corporation (the "outstanding U.S. notes") and the Senior Subordinated Notes due 2015 issued by Masonite International Corporation (the "outstanding Canada notes") issued in the private placement; the term "exchange notes" refers to Senior Subordinated Notes due 2015 issued by Masonite Corporation and the Senior Subordinated Notes due 2015 issued by Masonite International Corporation, as registered under the Securities Act of 1933, as amended (the "Securities Act"); and the term "notes" refers to both the outstanding notes and the exchange notes.

General	In connection with the private placement, we entered into a registration rights agreement with The Bank of New York, as Trustee, for the holders of the outstanding notes (the "Trustee"), in which we and the guarantors agreed, among other things, to use our commercially reasonable efforts to file a registration statement within 90 days (January 4, 2007) after the date on which the outstanding notes were first issued and to consummate the exchange offer by the date that is 180 days (April 4, 2007) from the date outstanding notes were first issued.
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You are entitled to exchange in the exchange offer your outstanding notes for exchange notes representing the same underlying indebtedness, which are identical in all material respects to the outstanding notes except:

the exchange notes have been registered under the Securities Act;

the exchange notes are not entitled to certain registration rights which are applicable to the outstanding notes under the registration rights agreement; and

certain additional interest rate provisions of the registration rights agreement are no longer applicable.

The Exchange Offer	We are offering to exchange up to: \$412,000,000 aggregate principal amount of Senior Subordinated Notes due 2015 issued by Masonite Corporation, which have been registered under the Securities Act, for any and all outstanding Senior Subordinated Notes due 2015 issued by Masonite Corporation; and \$358,000,000 aggregate principal amount of Senior Subordinated Notes due 2015 issued by Masonite International Corporation, which have been registered under the Securities Act, for any and all outstanding Senior Subordinated Notes due 2015 issued by Masonite International Corporation.
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	<p>Subject to the satisfaction or waiver of specified conditions, we will exchange, as evidence of the same underlying indebtedness, the exchange notes for all outstanding notes that are validly tendered and not validly withdrawn prior to the expiration of the applicable exchange offer. We will cause the exchange to be effected promptly after the expiration of the exchange offer.</p> <p>Upon completion of the exchange offer, there may be no market for the outstanding notes and you may have difficulty selling them.</p>
<p>Resales</p>	<p>Based on interpretations by the staff of the Securities and Exchange Commission, or the "SEC", set forth in no-action letters issued to third parties referred to below, we believe that you may resell or otherwise transfer exchange notes issued in the exchange offer without complying with the registration and prospectus delivery requirements of the Securities Act, if:</p> <ol style="list-style-type: none"> 1. you are acquiring the exchange notes in the ordinary course of your business; 2. you do not have an arrangement or understanding with any person to participate in a distribution of the exchange notes; 3. you are not an "affiliate" of either of the Issuers within the meaning of Rule 405 under the Securities Act; and 4. you are not engaged in, and do not intend to engage in, a distribution of the exchange notes. <p>If you are not acquiring the exchange notes in the ordinary course of your business, or if you are engaging in, intend to engage in, or have any arrangement or understanding with any person to participate in, a distribution of the exchange notes, or if you are an affiliate of the Issuers, then:</p> <ol style="list-style-type: none"> 1. you cannot rely on the position of the staff of the SEC enunciated in <i>Morgan Stanley & Co., Inc.</i> (available June 5, 1991), <i>Exxon Capital Holdings Corporation</i> (available May 13, 1988), as interpreted in the SEC's letter to Shearman & Sterling dated July 2, 1993, or similar no- action letters; and 2. in the absence of an exception from the position of the SEC stated in (1) above, you must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale or other transfer of the exchange notes.
<p>Expiration Date</p>	<p>If you are a broker-dealer and receive exchange notes for your own account in exchange for outstanding notes that you acquired as a result of market-making or other trading activities, you must acknowledge that you will deliver a prospectus, as required by law, in connection with any resale or other transfer of the exchange notes that you receive in the exchange offer. See "Plan of Distribution."</p> <p>The exchange offer will expire at 12:00 midnight, New York City time, on _____, 2007, which is the 30th day after the date of this prospectus, unless extended by us. We do not currently intend to extend the expiration date of the exchange offer.</p>

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Withdrawal	You may withdraw the tender of your outstanding notes at any time prior to the expiration date of the exchange offer. We will return to you any of your outstanding notes that are not accepted for any reason for exchange, without expense to you, promptly after the expiration or termination of the exchange offer.
Interest on the Exchange Notes and the Outstanding Notes	Each exchange note will bear interest at the rate per annum set forth on the cover page of this prospectus from the most recent date to which interest has been paid on the outstanding notes. The interest on the notes will be payable on each April 15 and October 15. No interest will be paid on outstanding notes following their acceptance for exchange. Pursuant to the Exchange and Registration Rights Agreement, as the exchange offer was not consummated by April 4, 2007, additional interest began to accrue as of April 5, 2007 in an amount equal to \$.05 per week per \$1,000 principal amount of outstanding notes for a period of 90 days. The amount of additional interest shall increase by an additional \$.05 per week per \$1,000 principal amount of outstanding notes with respect to each subsequent 90-day period for which the exchange offer is not consummated, provided that the additional interest in the aggregate shall not exceed \$.20 per week per \$1,000 principal amount of outstanding notes. Notwithstanding the foregoing, the interest rate borne by the Notes shall not exceed 11.0% per annum, except as otherwise specified in the indentures governing the notes. To the extent the interest rate borne by the outstanding notes exceeds 11.0% per annum, we may elect to pay such excess interest through the issuance of additional notes, as provided in the Indentures. Additional interest will cease to accrue once the exchange offer is consummated.
Conditions to the Exchange Offer	The exchange offer is subject to customary conditions, which we may assert or waive. See "The Exchange Offer Conditions to the Exchange Offer."
Procedures for Tendering Outstanding Notes	If you wish to participate in the exchange offer, you must complete, sign and date the accompanying letter of transmittal, or a facsimile of the letter of transmittal, according to the instructions contained in this prospectus and the letter of transmittal. You must then mail or otherwise deliver the letter of transmittal, or a facsimile of the letter of transmittal, together with the outstanding notes and any other required documents, to the exchange agent at the address set forth on the cover page of the letter of transmittal. If you hold outstanding notes through The Depository Trust Company, or "DTC", and wish to participate in the exchange offer for the outstanding notes, you must comply with the Automated Tender Offer Program procedures of DTC. By signing, or agreeing to be bound by, the letter of transmittal, you will represent to us that, among other things:

1. you are acquiring the exchange notes in the ordinary course of your business;
2. you do not have an arrangement or understanding with any person to participate in a distribution of the exchange notes;
3. you are not an "affiliate" of any of the Issuers within the meaning of Rule 405 under the Securities Act; and
4. you are not engaged in, and do not intend to engage in, a distribution of the exchange notes.

If you are a broker-dealer and receive exchange notes for your own account in exchange for outstanding notes that you acquired as a result of market-making or other trading activities, you must represent to us that you will deliver a prospectus, as required by law, in connection with any resale or other transfer of such exchange notes.

If you are not acquiring the exchange notes in the ordinary course of your business, or if you are engaged in, or intend to engage in, or have an arrangement or understanding with any person to participate in, a distribution of the exchange notes, or if you are an affiliate of any of the Issuers, then you cannot rely on the positions and interpretations of the staff of the SEC and you must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale or other transfer of the exchange notes.

Special Procedures for Beneficial Owners

If you are a beneficial owner of outstanding notes that are held in the name of a broker, dealer, commercial bank, trust company or other nominee, and you wish to tender those outstanding notes in the exchange offer, you should contact such person promptly and instruct such person to tender those outstanding notes on your behalf.

Guaranteed Delivery Procedures

If you wish to tender your outstanding notes and your outstanding notes are not immediately available or you cannot deliver your outstanding notes, the letter of transmittal and any other documents required by the letter of transmittal or you cannot comply with the DTC procedures for book-entry transfer prior to the expiration date, then you must tender your outstanding notes according to the guaranteed delivery procedures set forth in this prospectus under "The Exchange Offer Guaranteed Delivery Procedures."

Effect on Holders of Outstanding Notes

In connection with the issuance of the outstanding notes, we entered into a registration rights agreement with the Trustee for the holders of the outstanding notes that grants the holders of outstanding notes registration rights. By making the exchange offer, we will have fulfilled most of our obligations under the registration rights agreement. Accordingly, we will not be obligated to pay additional interest as described in the registration rights agreement. If you do not tender your outstanding notes in the exchange offer, you will continue to be entitled to all the rights and limitations applicable to the outstanding notes as set forth in the applicable indenture, except we will not have any further obligation to you to provide for the registration of the outstanding notes under the registration rights agreement and we will not be obligated to pay additional interest as described in the registration rights agreement, except in certain limited circumstances.

	<p>To the extent that outstanding notes are tendered and accepted in the exchange offer, the trading market for outstanding notes could be adversely affected.</p>
Consequences of Failure to Exchange	<p>All untendered outstanding notes will continue to be subject to the restrictions on transfer set forth in the outstanding notes and in the indenture. In general, the outstanding notes may not be offered or sold, unless registered under the Securities Act, except pursuant to an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws. Other than in connection with the exchange offer, we do not currently anticipate that we will register the outstanding notes under the Securities Act.</p>
U.S. Federal Income Tax Consequences	<p>The exchange of outstanding notes for exchange notes in the exchange offer will not be a taxable event for United States or Canadian federal income tax purposes. See "U.S. Federal Income Tax Consequences" and "Canadian Federal Income Tax Considerations."</p>
Use of Proceeds	<p>We will not receive any cash proceeds from the issuance of exchange notes in the exchange offer.</p>
Exchange Agent	<p>The Bank of New York, whose address and telephone number are set forth in the section captioned "The Exchange Offer Exchange Agent" of this prospectus, is the exchange agent for the exchange offer.</p>

Summary of the Terms of the Exchange Notes

The terms of the exchange notes are identical in all material respects to the terms of the outstanding notes, except that the exchange notes will not contain terms with respect to transfer restrictions or additional interest upon a failure to fulfill certain of our obligations under the registration rights agreement. The exchange notes will evidence the same debt as the outstanding notes. The exchange notes will be governed by the same indentures under which the outstanding notes were issued, and each series of the exchange notes and the outstanding notes will constitute a single class and series of notes for all purposes under the respective indenture. The following summary is not intended to be a complete description of the terms of the notes. For a more detailed description of the notes, see "Description of Notes." The outstanding notes and the exchange notes are collectively referred to herein as the "notes" unless the context otherwise requires.

Issuers	Masonite U.S. and Masonite Canada.
Securities	Up to \$412,000,000 aggregate principal amount of 11% Senior Subordinated Notes due 2015 issued by Masonite U.S.; and Up to \$358,000,000 aggregate principal amount of 11% Senior Subordinated Notes due 2015 issued by Masonite Canada.
Maturity Date	The notes will mature on April 6, 2015.
Interest Payment Dates	We will pay interest on the notes on each April 15 and October 15. Pursuant to the Exchange and Registration Rights Agreement, as the exchange offer was not consummated by April 4, 2007, additional interest began to accrue as of April 5, 2007 in an amount equal to \$.05 per week per \$1,000 principal amount of outstanding notes for a period of 90 days. The amount of additional interest shall increase by an additional \$.05 per week per \$1,000 principal amount of outstanding notes with respect to each subsequent 90-day period for which the exchange offer is not consummated, provided that the additional interest in the aggregate shall not exceed \$.20 per week per \$1,000 principal amount of outstanding notes. Notwithstanding the foregoing, the interest rate borne by the Notes shall not exceed 11.0% per annum, except as otherwise specified in the indentures governing the notes. To the extent the interest rate borne by the outstanding notes exceeds 11.0% per annum, we may elect to pay such excess interest through the issuance of additional notes, as provided in the Indentures. Additional interest will cease to accrue once the exchange offer is consummated.
Additional Amounts	If Masonite Canada is required to withhold or deduct any Canadian taxes from any payment under or with respect to its notes, it will pay such additional amounts as may be necessary so that the net amount received by each holder after such withholding or deduction will not be less than the amount such holder would have received if such taxes had not been withheld or deducted, subject to the exceptions described under the heading "Description of Notes Additional Amounts."

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Guarantees

All payments with respect to the notes, including principal and interest, are fully and unconditionally guaranteed on an unsecured senior basis by Masonite International, the Issuers' direct parent company, by the other Issuer, and by each of the Issuers' existing and future U.S. restricted subsidiaries and by certain of the Issuers' non-U.S. restricted subsidiaries.

Ranking

The outstanding notes are, and the exchange notes will be, our unsecured senior subordinated obligations and:

are subordinated in right of payment to our existing and future senior debt, including our senior secured credit facilities;

rank equally in right of payment to all of our future senior subordinated debt;

are effectively subordinated in right of payment to all of our existing and future secured debt (including our senior secured credit facilities), to the extent of the value of the assets securing such debt, and are structurally subordinated to all obligations of any of our subsidiaries that is not a guarantor of the notes; and

rank senior in right of payment to all of our future debt and other obligations that are, by their terms, expressly subordinated in right of payment to the notes.

Similarly, the note guarantees with respect to the outstanding notes are, and the note guarantees with respect to the exchange notes will be, unsecured senior subordinated obligations of the guarantors and:

are subordinated in right of payment to all of the applicable guarantor's existing and future senior debt, including such guarantor's guarantee under our senior secured credit facilities;

rank equally in right of payment to all of the applicable guarantor's future senior subordinated debt;

are effectively subordinated in right of payment to all of the applicable guarantor's existing and future secured debt (including such guarantor's guarantee under our senior secured credit facilities), to the extent of the value of the assets securing such debt, and be structurally subordinated to all obligations of any subsidiary of a guarantor if that subsidiary is not also a guarantor of the notes; and

rank senior in right of payment to all of the applicable guarantor's future subordinated debt and other obligations that are, by their terms, expressly subordinated in right of payment to the notes.

As of December 31, 2006, (1) the notes and related guarantees ranked junior to approximately \$1,197.4 million of senior indebtedness under our senior secured credit facilities, and (2) we had an additional \$307.0 million of unutilized capacity under our senior secured revolving credit facility (excluding \$8.2 million of outstanding undrawn letters of credit). In addition, the notes were structurally subordinated to \$48.9 million of senior indebtedness

incurred by our non-guarantor subsidiaries.

Optional Redemption Prior to April 6, 2010, the Issuers may redeem all or a part of the notes at a redemption price equal to 100% of the principal amount of notes redeemed plus an applicable make-whole premium (as described in "Description of Notes Optional Redemption") plus accrued and unpaid interest to the redemption date.

After April 6, 2010, the Issuers may redeem some or all of the notes at par plus accrued interest plus a premium equal to one half of the coupon on such notes, which premium shall decline ratably on each subsequent anniversary of April 6 to zero on April 6, 2014.

Optional Redemption After Certain Equity Offerings In addition, before April 6, 2008, the Issuers may, at their option, redeem up to 35% of the aggregate principal amount of the notes at a redemption price equal to 111% of the face amount thereof with the proceeds of equity offerings; *provided* that at least 65% of the notes originally issued under the applicable Indenture remain outstanding.

Change of Control Offer Upon the occurrence of a change of control, the Issuers will be required, subject to certain conditions, to offer to repurchase the notes at a price equal to 101% of their principal amount plus accrued and unpaid interest and additional interest, if any, to the date of repurchase. See "Description of Notes Offer to Purchase Change of Control."

Asset Sale Proceeds If we or our subsidiaries engage in asset sales, we generally must either invest the net cash proceeds from such sales in our business within a period of time, prepay senior indebtedness or make an offer to purchase a principal amount of the notes equal to the excess net cash proceeds. The purchase price of the notes will be 100% of their principal amount, plus accrued interest.

Certain Indenture Provisions The Issuers issued the notes under indentures among the Issuers, Masonite International, the other guarantors and the trustee. The indentures limit the ability of the Issuers, Masonite International and their restricted subsidiaries to, among other things:

incur additional indebtedness and issue preferred stock;

make restricted payments;

place restrictions on the Issuers, Masonite International and their restricted subsidiaries to pay dividends or make other distributions;

make investments;

sell assets;

enter into transactions with affiliates;

merge or consolidate with other entities; and

create or incur liens.

Each of the covenants is subject to a number of important exceptions and qualifications. See "Description of Notes Certain Covenants."

No Prior Market; Listing

The exchange notes will generally be freely transferable but will be a new issue of securities for which there will not initially be a market. Accordingly, there can be no assurance as to the development or liquidity of any market for the exchange notes.

ERISA Considerations

The notes may, subject to certain restrictions described in "ERISA Considerations" herein, be sold and transferred to ERISA plans.

Use of Proceeds

We will not receive any cash proceeds from the exchange offer.

Risk Factors

See "Risk Factors" for a description of some of the risks you should consider before deciding to participate in the exchange offer.

Summary Consolidated Financial Data

Set forth below is summary historical consolidated financial data of Masonite International Corporation, the entity acquired pursuant to the Transaction (the "Predecessor"), and summary historical consolidated financial data of Masonite International Inc. (the "Successor") at the dates and for the periods indicated. The historical data for the periods presented has been prepared in accordance with Canadian GAAP. The historical data of the Predecessor for the fiscal year ended December 31, 2004 and the period from January 1, 2005 to April 6, 2005 have been derived from the Predecessor's historical consolidated financial statements included elsewhere in this prospectus, which has been audited by KPMG LLP. The historical data of the Successor presented as at December 31, 2005 and for the period from February 2, 2005 to December 31, 2005 has been derived from the Successor's historical consolidated financial statements included elsewhere in this prospectus which has been audited by KPMG LLP. The historical data of the Successor presented as at and for the year ended December 31, 2006 has been derived from the Successor's historical consolidated financial statements included elsewhere in this prospectus which have been audited by Deloitte & Touche LLP.

The summary historical consolidated financial data should be read in conjunction with and is qualified by reference to, "Selected Historical Consolidated Financial Data," "Management's Discussion and Analysis of Financial Condition and Results of Operations," and the consolidated financial statements and accompanying notes thereto included elsewhere in this prospectus.

	Predecessor		Successor	
	Fiscal Year Ended December 31,	Period from January 1 to April 6,	Period from February 2 to December 31,	Fiscal Year Ended December 31,
	2004	2005	2005 ⁽¹⁾	2006
Statement of Operations Data:				
Sales	\$ 2,199.9	\$ 600.1	\$ 1,828.4	\$ 2,464.5
Cost of sales	1,722.7	486.7	1,497.9	1,950.2
Gross profit	477.2	113.4	330.4	514.2
Selling, general and administration expenses	189.9	54.4	161.3	211.8
Depreciation	58.5	17.9	60.3	89.0
Amortization	4.1	1.1	29.9	35.6
Interest	39.5	11.2	137.1	182.6
Other expense, net	7.7	66.4	22.6	39.0
Income (loss) before income taxes and non-controlling interest	177.4	(37.7)	(80.8)	(43.8)
Income taxes	42.7			