

MEMORANDUM OF COLLATERAL SHARING AGREEMENT

THIS MEMORANDUM OF COLLATERAL SHARING AGREEMENT ("Memorandum") is made as of December 15, 1983, between the CALIFORNIA ALTERNATIVE ENERGY SOURCE FINANCING AUTHORITY ("Authority") and FIRST INTERSTATE BANK OF OREGON, N.A., ("Bank").

## RECITALS:

1. The Authority and Bank have as of this 15th day of December, 1983, entered into that certain Collateral Sharing Agreement ("Collateral Sharing Agreement").

2. The Authority has as of December 15, 1983 issued certain Floating Rate Demand Cogeneration Revenue Bonds (Jeld-Wen, inc. Project) in an aggregate principal amount of \$3,100,000. ("Bonds")

3. The Bonds are secured by collateral, including a certain Standby Letter of Credit ("Letter of Credit") issued as of this 15th day of December, 1983, by Bank, for the account of Jeld-Wen, inc. ("Company"), and naming First Interstate Bank of Oregon, N.A., Trustee, as Beneficiary ("Trustee").

4. As security for the issuance of the Bonds and a Loan Agreement entered into between the Authority and the Company, and as security for the issuance of the Letter of Credit, the Company has as of this 15th day of December, 1983, granted to both Bank and the Authority security interests in and liens on certain real property and personal property (collectively "Collateral") pursuant to certain mortgages and deeds of trust entered into as of this 15th day of December, 1983. The real property covered by those mortgages and deeds of trust are located in Lassen County, California and Klamath County, Oregon, and descriptions of that real property are attached to this Memorandum as Exhibits A and B, respectively.

5. The Bank and the Authority have entered into the Collateral Sharing Agreement in order to agree among themselves as to the relative priority of their respective security interests in the Collateral.

NOW, THEREFORE, it is agreed as follows:

1. The Collateral Sharing Agreement, and all exhibits attached to it and made a part of it, is incorporated into this Memorandum and by this reference made a part of this Memorandum.

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ing: 2. Without limiting the generality of the foregoing:

(a) Subject to Bank's Prior Security Interest: (1) Bank's lien on and security interest in Collateral shall rank equally with Authority's lien on and security interest in Collateral, and (2) Authority's lien on and security interest in Collateral shall rank equally with Bank's lien on and security interest in Collateral.

(b) Terms which are not defined in this Memorandum and are defined in the Collateral Sharing Agreement shall have the same meaning as are given those terms in the Collateral Sharing Agreement.

3. The Authority has as of this 15th day of December, 1983, assigned its right, title, and interest in the Collateral Sharing Agreement to the Trustee. The Trustee executes this Memorandum as such assignee.

4. The Company executes this Memorandum in order to signify that it has agreed to the terms of the Collateral Sharing Agreement.

IN WITNESS WHEREOF, the Authority, Bank, the Trustee, and the Company have caused this Memorandum to be executed by their duly authorized officers as of this 15th day of December, 1983.

CALIFORNIA ALTERNATIVE ENERGY  
SOURCE FINANCING AUTHORITY

By Manuel M. Mateo  
Title Deputy State Treasurer

AUTHORITY

FIRST INTERSTATE BANK  
OF OREGON, N.A.

By M. L. Cui  
Title A.V.P.

BANK

JELD-WEN, INC.

By R. C. Wood  
Title CORPORATE COUNSEL

COMPANY

FIRST INTERSTATE BANK  
OF OREGON, N.A., TRUSTEE

By Alfredo  
Title Trust Officer

TRUSTEE



STATE OF CALIFORNIA )  
 : ss.  
 County of SACRAMENTO )

The foregoing instrument was acknowledged before me this 19th day of DECEMBER, 1983, by MANUEL M. MATEO, the authorized agent of the California Alternative Energy Source Financing Authority on behalf of the municipal corporation:- Authority ty



Terri Lynn Johns  
 Notary Public for: SAC COUNTY  
 My Commission expires: 8/10/87

STATE OF OREGON )  
 : ss.  
 County of Multnomah )

The foregoing instrument was acknowledged before me this 20th day of December, 1983, by R.C. Wendt the President of Jeld-Wen, inc. on behalf of the corporation.

(NOTARIAL SEAL)

Wendell B. Cameron  
 Notary Public for Oregon  
 My Commission expires: 10/24/85

STATE OF OREGON )  
 : ss.  
 County of Multnomah )

The foregoing instrument was acknowledged before me this 15th day of December, 1983, by Mark Lewis the A.V.P. of First Interstate Bank of Oregon, N.A., on behalf of the national association.

(NOTARIAL SEAL)

James T. Light Jr.  
 Notary Public for Oregon  
 My Commission expires: 12/4/85

STATE OF OREGON )  
 : ss.  
 County of Multnomah )

The foregoing instrument was acknowledged before me this 15th day of December, 1983, by A. Garrett the Trust Officer of First Interstate Bank of Oregon, N.A., as Trustee, on behalf of the national association.

(NOTARIAL SEAL)

James T. Light Jr.  
 Notary Public for Oregon  
 My Commission expires: 12/4/85

## EXHIBIT B

## DESCRIPTION

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## PARCEL 1:

A tract of land situated in Lots 3, 4, 5, 6, 7, 8, 10 and 11, Section 19, Township 38 South, Range 9 East of the Willamette Meridian, Klamath County, Oregon, more particularly described as follows:

Beginning at an iron pin located North  $7^{\circ} 15'$  West a distance of 1433.3 feet from the iron pipe marking the center quarter corner of said Section 19; thence South  $10^{\circ} 20'$  East parallel with Lakeport Boulevard a distance of 1396.45 feet to an iron pin on the Northerly right of way line of the Shippington "E" line spur track, said iron pin being 12.5 feet distant at right angles from the center line of said spur track; thence Westerly parallel with and 12.5 feet distant at right angles from said spur track to a point of intersection with the Northerly right of way of the old Earl Fruit Company spur track, said point being 30 feet distant at right angles from the center line of the old Earl Fruit Company spur track; thence Northwesterly parallel with and 30 feet Northwesterly at right angles from the center line of the old Earl Fruit Company spur track on  $12^{\circ} 30'$  curve to the right to a point which is located South 796.8 feet from the Northeast corner of the old Earl Fruit Company tract; thence North a distance of 796.8 feet to the Northeast corner of the old Earl Fruit Company tract; thence South  $89^{\circ} 23'$  West a distance of 1170 feet, more or less, to the intersection of the Westerly line of said Lot 8; thence North  $10^{\circ} 20'$  West (North  $10^{\circ} 30'$  West by Deed record) along the Westerly line of said Lot 8 to the line between said Lots 7 and 8; thence North  $89^{\circ} 47\frac{1}{2}'$  East along said lot line to a point that bears South  $86^{\circ} 34'$  West from the point of beginning; thence North  $86^{\circ} 34'$  East to the point of beginning.

## PARCEL 2:

A tract of land situated in Lots 5, 6 and 7, Section 19, and Lots 1, 5 and 6, Section 18, all in Township 38 South, Range 9 East of the Willamette Meridian, Klamath County, Oregon, more particularly described as follows:

Beginning at an iron pin which is North  $7^{\circ} 15'$  West a distance of 1433.3 feet from the iron pin marking the center quarter corner of said Section 19, said iron pin being South  $10^{\circ} 20'$  East a distance of 1070.88 feet and South  $79^{\circ} 40'$  West a distance of 1055.96 feet from the gas pipe monument on the Northwest corner of Pelican City Subdivision; thence North  $79^{\circ} 40'$  East at right angles to Lakeport Blvd. a distance of 1055.96 feet to an iron pin on the Westerly right of way line of Lakeport Blvd.; thence Northerly along the Westerly right of way line of Lakeport Blvd. to an iron pin that is North  $89^{\circ} 54'$  West a distance of 78.32 feet and North  $23^{\circ} 49'$  West a distance of 128.77 feet from the gas monument on the Northwest corner of Pelican City Subdivision, said gas pipe monument being North  $89^{\circ} 54'$  West a distance of 1995.5 feet from the Southeast corner of said Section 18; thence South  $79^{\circ} 40'$  West a distance of 182.53 feet to an iron pin on the Westerly line of old Pelican Bay Lumber Co. spur track; thence Southerly and Westerly along the Westerly and Northerly line of said spur track to an iron pin which is South  $79^{\circ} 40'$  West a distance of 579.34 feet from the gas pipe monument on the Northwest corner of Pelican City Subdivision; thence North  $10^{\circ} 20'$  West a distance of 253.0 feet to an iron pin; thence South  $79^{\circ} 40'$  West a distance of 860.36 feet; thence North



PARCEL 2: (continued)

10° 20' West a distance of 192.3 feet; thence South 79° 40' West to the Western boundary of Lot 7 said Section 19; thence South 10° 20' East (South 10° 30' East by Deed record) along the Westerly boundary of lot 7, said Section 19 to the line between Lots 7 and 8, said Section 19; thence North 89° 47½' East along said Lot line to a point that bears South 86° 34' West from the point of beginning; thence North 86° 34' East to the point of beginning.

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PARCEL 3:

A tract of land situated in Lots 4 and 5, Section 19, Township 38 South, Range 9 East of the Willamette Meridian, Klamath County, Oregon, being more particularly described as follows:

Beginning at an iron pin on the Westerly right of way line of Lakeport Boulevard said point being South 10° 20' East a distance of 1070.88 feet from the gas pipe monument on the Northwest corner of "Pelican City" subdivision, said gas pipe monument being North 89° 54' West a distance of 1995.5 feet from the Northeast corner of said Section 19; thence South 79° 40' West at right angles to Lakeport Boulevard a distance of 1055.96 feet to an iron pin, said point being North 7° 15' West a distance of 1433.3 feet from the iron pipe marking the center line of said Section 19; thence South 10° 20' East parallel with Lakeport Boulevard a distance of 1396.45 feet to an iron pin on the Northerly right of way line of the Shippington "E" spur tracks; thence Easterly along said spur track to its intersection with the Westerly right of way line of Lakeport Boulevard; thence North 10° 20' West along said right of way to the point of beginning.

PARCEL 4:

A portion of the SE¼, the NE¼ and of Lot 4, all in Section 19, Township 38 South, Range 9 East of the Willamette Meridian, Klamath County, Oregon, being more particularly described as follows:

Beginning at a point which is South 10° 20' East a distance of 60 feet from the Southwest corner of Block 4, "Pelican City", Klamath County, Oregon, and running thence North 79° 40' East 309 feet to the Westerly line of the right of way of the California Northeastern Railway; thence Southeasterly along said right of way, and 50 feet distant at right angles from the centerline thereof, the following courses and distances: South 21° 17' East 100 feet; South 24° 10' East 100 feet; South 27° 06' East 100 feet; South 30° 08' East 100 feet; South 32° 52' East 100 feet; South 35° 30' East 100 feet; South 38° 55' East 100 feet; South 41° 34' East 100 feet; South 44° 31' East 100 feet; South 47° 11' East 100 feet; South 50° 43' East 100 feet; South 48° 00' East 44 feet to a point which is distant 25 feet Northerly at right angles from the centerline of the Shippington "E" spur; thence Westerly parallel to and 25 feet distant Northerly at right angles from the centerline of said Shippington "E" spur, with the following courses and distances, North 68° 27' West 721.5 feet; North 70° 06' West 100 feet, North 72° 54' West 100 feet; thence North 76° 42' West a distance of 30 feet, more or less to a point on the centerline of Lakeport Boulevard; thence North 10° 20' West along the centerline of said Lakeport Boulevard to a point which is on the said centerline and is South 79° 40' West a distance of 30 feet from the place of beginning; thence North 79° 40' East 30 feet to the place of beginning, less right of way for Lakeport Boulevard.



## PARCEL 5:

Beginning at an iron pin on the Westerly right of way line of Lakeport Boulevard as it is presently located, said point being North  $89^{\circ} 54'$  West a distance of 78.32 feet and North  $23^{\circ} 49'$  West a distance of 128.77 feet from the gas pipe monument on the Northwest corner of "Pelican City" Subdivision, said gas pipe monument being North  $89^{\circ} 54'$  West a distance of 1995.5 feet from the Southeast corner of Section 18; thence South  $79^{\circ} 40'$  West a distance of 182.53 feet to an iron pin on the Westerly line of the old Pelican Bay Lumber Company spur tract; thence Southerly and Westerly along the Westerly and Northerly line of said spur tract to an iron pin which is South  $79^{\circ} 40'$  West a distance of 579.34 feet from the gas pipe monument on the Northwest corner of "Pelican City" subdivision; thence North  $10^{\circ} 20'$  West a distance of 253.0 feet to an iron pin; thence South  $79^{\circ} 40'$  West a distance of 860.36 feet; thence North  $10^{\circ} 20'$  West a distance of 192.3 feet; thence South  $79^{\circ} 40'$  West to the Westerly boundary of Lot 7, Section 19; thence North  $10^{\circ} 20'$  West along said Lot line and the Westerly line of Lot 5, said Section 18, a distance of 100.0 feet; thence North  $79^{\circ} 40'$  East to an iron pin on the point of intersection with the Southwesterly right of way line of the railroad spur tract known as "Hanks Spur"; thence Southeasterly parallel to and 50 feet distant at right angles from the center line of said spur tract to its intersection with the Westerly right of way line of Lakeport Boulevard as it is presently located; thence Southerly along said right of way line to the point of beginning.

EXCEPTING THEREFROM the following described tract of land: A tract of land situated in Lot 1, Section 18, Township 38 South, Range 9 East of the Willamette Meridian, Klamath County, Oregon, more particularly described as follows: Beginning at an iron pin located North  $89^{\circ} 54'$  West a distance of 78.32 feet; North  $23^{\circ} 48'$  West a distance of 128.77 feet and North  $73^{\circ} 10'$  West a distance of 151.55 feet from the gas pipe monument on the Northwest corner of "Pelican City" subdivision, said gas pipe monument being North  $89^{\circ} 54'$  West a distance of 1995.5 feet from the Southeast corner of said Section 18; thence North  $86^{\circ} 13' 30''$  West along the Northerly line of a 20 foot roadway a distance of 57.90 feet to an iron pin; thence Northwesterly along the Northeasterly line of said roadway on a curve to the left a distance of 114 feet, more or less, to an iron pin (the long chord of said curve bears North  $70^{\circ} 36' 30''$  West a distance of 111.77 feet); thence North  $9^{\circ} 48' 30''$  West along the Easterly line of a roadway at right angles thereto 208.40 feet to an iron pin; thence leaving said roadway at right angles thereto North  $80^{\circ} 11' 30''$  East a distance of 52.00 feet to an iron pin; thence North  $9^{\circ} 48' 30''$  West a distance of 5.00 feet to an iron pin; thence North  $80^{\circ} 11' 30''$  East a distance of 111.60 feet; thence following the arc of a curved fence line to the right the following courses and distances: South  $40^{\circ} 09'$  East 37.35 feet; South  $21^{\circ} 33'$  East 64.7 feet; South  $7^{\circ} 03'$  East 65.78 feet; South  $3^{\circ} 58'$  West, 72.4 feet; and South  $13^{\circ} 39'$  West 54.45 feet, more or less to the point of beginning.

## PARCEL 6:

Beginning at an iron pin located on the intersection of the Northeasterly right of way line of the railroad spur known as "Hanks Spur" and the South line of Section 18, Township 38 South, Range 9 East of the Willamette Meridian, Klamath County, Oregon, said point being South  $89^{\circ} 54'$  East a distance of 215.85 feet from the gas pipe monument marking the Northwest corner of "Pelican City" subdivision, said gas pipe monument being North  $89^{\circ} 54'$  West a distance of 1995.5 feet from the Southeast corner of said Section 18; thence Northwesterly parallel with and 50 feet distant at right angles from the centerline of said

PARCEL 6: (continued)

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railroad spur a distance of 1130 feet, more or less, to an iron pin, said pin being North 34° 23' West a distance of 982.8 feet from the gas pipe monument on the Northwest corner of "Pelican City"; thence North 40° 37' East a distance of 149.8 feet to an iron pin located on the Southwesterly right of way of the Southern Pacific Railroad; thence Southeasterly parallel with and 50 feet distant at right angles from the centerline of said railroad to an iron pin at the intersection with the South line of said Section 18; thence North 89° 54' West a distance of 56.35 feet (58.3 feet by Deed record), more or less, to the point of beginning.

PARCEL 7:

That portion of the SW 1/4 of Section 19, Township 38 South, Range 9 East of the Willamette Meridian, Klamath County, Oregon, lying Northerly of the Klamath Falls City limits, as of December 29, 1981.

Return:  
Mountain Title Co.  
Attn: Linda

STATE OF OREGON, )  
County of Klamath )  
Filed for record at request of

on this 21st day of Dec. A.D. 1983  
at 11:39 o'clock A M, and duly  
recorded in Vol. M83 of Mortgages  
Page 21740  
**EVELYN BIEHN**, County Clerk  
By [Signature] Deputy  
Fee 28.00