

THIS AGREEMENT is made this 27th day of August, 1985 by and among Carlton Brothers, a general partnership, Richmond J. Carlton and Margaret F. Carlton (collectively, the "Landlord"), James L. Eckhardt and Nellie R. Eckhardt (collectively, the "Tenants"), and Engineered Structures, Inc. (the "Assignee").

WHEREAS, on August 10, 1984, Landlord and Tenants entered into a Ground Lease as disclosed by a Memorandum of Ground Lease dated August 10, 1984 and recorded in the deeds records of Klamath County, Oregon on October 17, 1984 in Volume M84, page 17880; and,

WHEREAS, on December 18, 1984, Tenants assigned to Assignee all of Tenants' right, title and interest in and to the Ground Lease, and conveyed to Assignee a Security Interest in and to the Ground Lease and in and to all improvements, fixtures, personal property and other property used on or in connection with the real estate which is subject to the Ground Lease; and,

WHEREAS, the parties have determined that it is in their best interests to terminate the Ground Lease;

NOW, THEREFORE, FOR VALUABLE CONSIDERATION RECEIVED, the parties hereto agree as follows:

1. The Ground Lease is hereby terminated, effective immediately.
2. The assignment to Assignee of Tenants' right, title and interest in and to the Ground Lease is hereby terminated, effective immediately.
3. Assignee's Security Interest described above is hereby terminated, effective immediately.
4. The parties hereby absolve each other, their employees, agents, shareholders, partners and affiliates from any liability, claim or cause of action arising out of or in connection with the Ground Lease.

CARLTON BROTHERS, a general partnership

By: George A. Carlton
A general partner

By: Richmond J. Carlton
A general partner

RICHMOND J. CARLTON

Richmond J. Carlton

JAMES L. ECKHARDT

James L. Eckhardt

MARGARET F. CARLTON

Margaret F. Carlton

NELLIE R. ECKHARDT

Nellie R. Eckhardt

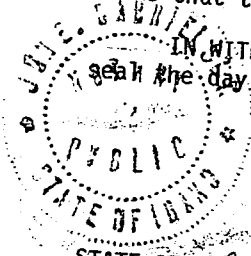
ENGINEERED STRUCTURES, INC.

16364

By: James L. Eckhardt
Its: Pres.

STATE OF Idaho }
COUNTY OF Canyon } ss:

On this 27th day of August, 1985, before me, the undersigned, a Notary Public in and for said State, personally appeared JAMES L. ECKHARDT and NELLIE R. ECKHARDT, husband and wife, known or identified to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

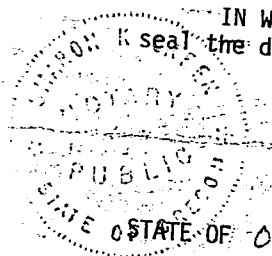


IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Don E. Gabrielson
NOTARY PUBLIC FOR Idaho
Residing at Meridian

STATE OF OREGON }
COUNTY OF Klamath } ss:

On this 3rd day of September, 1985, before me, the undersigned, a Notary Public in and for said State, personally appeared RICHMOND J. CARLTON and MARGARET F. CARLTON, husband and wife, known or identified to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Sharon K. Green
NOTARY PUBLIC for Oregon
Residing at Merino, OR.

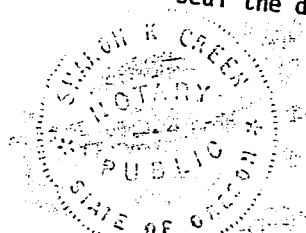
My Commission Expires October 11, 1989

STATE OF OREGON }
COUNTY OF Klamath } ss:

On this 3rd day of September, 1985, before me, the undersigned, a Notary Public in and for said State, personally appeared George A. Carleton and Richmond J. Carleton, known and identified to me to be partners in the partnership of CARLTON BROTHERS, and the partner or one of the partners who subscribed said partnership name to the foregoing instrument, and acknowledged to me that he executed the same in said partnership name.

16365

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Sharon K. Green
NOTARY PUBLIC FOR Oregon
Residing at Merill, OR.

My Commission Expires October 11, 1989

STATE OF Idaho } ss:
COUNTY OF Canyon

On this 27th day of August, 1985, before me, the undersigned, a Notary Public in and for said State, personally appeared James L. Edwards known and identified to me to be the Pres. of Engineered Structures, Inc., who subscribed said corporate name to the foregoing instrument, and acknowledged to me that he executed the same in said corporate name.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Jon E. Gabrielson
NOTARY PUBLIC for Idaho
Residing at Meridian

Return to:
Norwest Leasing, Inc.
Suite 930, Cargill Bldg.
7th St. & Marguette Ave.
Minneapolis, MN 55479-2052

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of _____
of October A.D., 19 85 at 1:33 o'clock P M., and duly recorded in Vol. M85 day
of _____ Deeds on Page 16363

FEE \$13.00

Evelyn Biehn
By _____ County Clerk
Ram Smith