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TERMINATION OF COLLATERAL SHARING AGREEMENT

RECITALS:

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1. First Interstate Bank of Oregon, N.A. ("Bank"), and the California Alternative Energy Source Financing Authority ("Authority") entered into that certain Collateral Sharing Agreement ("Collateral Sharing Agreement") dated as of December 15, 1983, a memorandum of which was recorded December 21, 1983 in Volume M83, Page 21740, Microfilm Records of Klamath County, Oregon, and on December 21, 1983 in Volume 427, Page 828 Official Records of Lassen County, California.
2. Pursuant to the terms of that certain Indenture of Trust dated as of December 15, 1983 (the "Indenture") between the Authority and First Interstate Bank of Oregon, N.A. as Trustee (the "Trustee"), the Authority has assigned to the Trustee all of its right, title and interest in and to the Collateral Sharing Agreement.
3. The collateral described in the Collateral Sharing Agreement includes the real property described in Exhibit A attached hereto and by this reference made a part hereof.
4. Section 9 of the Collateral Sharing Agreement specifies that it remains in full force and effect as long as a specified Letter of Credit ("Letter of Credit") remains in effect and until JELD-WEN, inc. (the "Company") has satisfied all of its obligations to Bank under that certain Standby Letter of Credit Agreement.
5. Bank has directed the Trustee to cause the Letter of Credit to be cancelled as of January 13, 1986. The Letter of Credit has been cancelled without any draws being made under it, and JELD-WEN, inc. has no remaining obligations to Bank under the Letter of Credit.
6. Bank, the Company and Trustee enter into this Termination of Collateral Sharing Agreement to clarify that the Collateral Sharing Agreement is no longer in effect upon the cancellation of the Letter of Credit, and to clarify that other obligations of the Company to Bank and the Trustee are not released.

NOW, THEREFORE, in consideration of the foregoing and for other valuable consideration, Bank and Trustee agree:

ck
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1. The Letter of Credit has been cancelled without any draws having been made under it, and the Company has no outstanding obligations to the Bank under the Letter of Credit.

2. The Collateral Sharing Agreement is terminated, in accordance with the terms of section 9 of that Agreement, as of January 13, 1986.

3. Bank presently is the sole registered holder of the Floating Rate Demand Cogeneration Revenue Bonds (JELD-WEN, inc. Project) in the aggregate principal amount of \$3,100,000 (the "Bonds") issued by the Authority pursuant to the terms of the Indenture. Bank specifically reserves all of the rights and remedies afforded it under the Indenture as such holder of the Bonds.

4. The Trustee hereby reserves all of the rights and remedies afforded it under the Indenture, including without limitation, the rights and remedies afforded it as a secured creditor and mortgagee under and pursuant to the Indenture and other security documents assigned to it as Trustee.

5. The Company's obligations to the Trustee and to the Bank as holder of the Bonds are not hereby released. Any and all obligations of the Company to Bank or Trustee, other than those arising or incurred under the Letter of Credit remain in full force and effect.

IN WITNESS WHEREOF, Bank, Trustee and JELD-WEN, inc. have caused this Termination of Collateral Sharing Agreement to be executed by their duly authorized officers as of this 20th day of January, 1986.

FIRST INTERSTATE BANK OF
OREGON, N.A.

By W. Castle
Title:

FIRST INTERSTATE BANK OF
OREGON, N.A., as Trustee

By J. White
Title: Assistant Vice President

JELD-WEN, inc.

By R. Chilton
Title: Secretary

State of Oregon

County of Klamath

} ss:

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The foregoing instrument was acknowledged before
me this 11th day of February, 1986, by W. Castle

of FIRST INTERSTATE BANK OF OREGON, N.A., a national banking
association, on behalf of the association.



Cynthia L. Jensen
Notary Public for the State of Oregon
My commission expires: 3-25-89

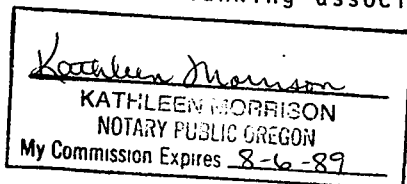
State of Oregon

County of Multnomah

} ss:

The foregoing instrument was acknowledged before
me this 20 day of January, 1986, by A. Barrett

of FIRST INTERSTATE BANK OF OREGON, N.A., as Trustee, a
national banking association, on behalf of the association.



Kathleen Morrison
KATHLEEN MORRISON
NOTARY PUBLIC OREGON
My Commission Expires 8-6-89

Notary Public for the State of Oregon
My commission expires:

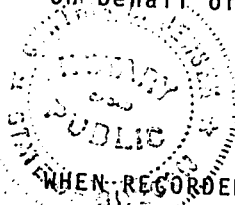
State of Oregon

County of Klamath

} ss:

The foregoing instrument was acknowledged before
me this 12 day of February, 1986 by W.C. Wendt

of JELD-WEN, inc. a(n) corporation,
on behalf of the corporation.



Cynthia L. Jensen
Notary Public for the State of Oregon
My commission expires: 3-25-89

WHEN RECORDED, MAIL TO:

JELD-WEN, inc.
Attention: Rod Wendt
Corporate Counsel
Jeld-Wen, inc.
3303 Lakeport Boulevard
P.O. Box 1329
Klamath Falls, Oregon 97601

EXHIBIT A

DESCRIPTION

L. 2897

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 North-easterly 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 1925.5 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 South

PARCEL 2: (continued)

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10° 20' West a distance of 192.3 feet; thence South 79° 40' West to the Westerly 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.

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 ½ corner 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 SE¼NE¼, the NE¼SE¼ 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 42° 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:

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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 a distance of 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.

STATE OF OREGON: COUNTY OF KLAMATH: SS.

Filed for record at request of _____ the 18th day
of February A.D., 19 86 at 4:27 o'clock P M., and duly recorded in Vol. M86
of Mortgages on Page 2894.

FEE \$29.00

Evelyn Biehn County Clerk

By *Bernetha A. Helich*