

ASSIGNMENT OF INTELLECTUAL PROPERTY

WHEREAS Morgan Products Ltd., a corporation organized and existing under the laws of the State of Delaware and having its principal office and place of business at 469 McLaws Circle, Williamsburg, Virginia 23185 (hereinafter referred to as "ASSIGNOR"), is the owner of certain intellectual property; and

WHEREAS JELD-WEN, inc., a corporation organized and existing under the laws of the State of Oregon and having its principal office and place of business at 3250 Lakeport Boulevard, Klamath Falls, Oregon 97601 (hereinafter referred to as "JELD-WEN"), is obtaining substantially all assets of ASSIGNOR used in Assignor's Morgan Manufacturing Division, including all intellectual property owned by ASSIGNOR and used in Assignor's Morgan Manufacturing Division;

WHEREAS, ASSIGNOR is using and is the owner of the entire right, title and interest in and to the ASSIGNOR's Morgan Manufacturing division's intellectual property, registrations and applications for registration listed in Appendix A attached hereto and all ASSIGNOR's Morgan Manufacturing division's patents, patent applications, trade names, trademarks (registered or unregistered), trademark registrations, trademark applications, works of authorship, copyrights, trade secrets, proprietary information, know-how and improvements acquired or made, licenses, and confidentiality agreements, including all claims for damages or injunctive relief by reason of past infringement and/or misappropriation, with the right to sue for and collect for same, and further including the goodwill of the business in connection with which the foregoing is used, but excluding any of the foregoing which is an Excluded Asset under the Asset Purchase Agreement between the Parties dated February 2, 1998 (the "Intellectual Property"); and

WHEREAS JELD-WEN is desirous of acquiring the entire right, title and interest in and to said Intellectual Property;

NOW, THEREFORE, for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, ASSIGNOR has sold, assigned, transferred and set over and does hereby sell, assign, transfer, and set over to JELD-WEN the entire right, title and interest in and to said Intellectual Property, all registrations and applications for registration of said Intellectual Property, including the right to apply for registration of such Intellectual Property in foreign countries in JELD-WEN's own name and to claim any priority rights for such foreign applications to which said applications are entitled under international conventions, treaties or otherwise, for JELD-WEN's own use and enjoyment, and for the use and enjoyment of JELD-WEN's successors, assigns and other legal representatives.

APPENDIX A

U.S Registrations

<u>Trademark</u>	<u>Reg. No.</u>	<u>Issued</u>
Nicolai (Declaration of Use	1,456,531 filed and approved	September 8,1987 April 26,1993)
Marquis	1,825,158	March 8, 1994
Compression Glazed	1,886,791	March 28,1995
GlassWrap	1,897,193	May 30, 1995
WHERE QUALITY COMES NATURALLY	2,011,085	October 22, 1996

TRADEMARK APPLICATIONS

None

UNREGISTERED TRADEMARKS/TRADENAMES

Centry
Heritage
SwingSet
Rail Easy
Energy Guard
Fire-Guard
Sureguard
Triomphe
Doorway Yourway

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REGISTERED COPYRIGHTS

We have no current promotional literature which has a registered copyright.

UNREGISTERED COPYRIGHTS IN PUBLISHED WORKS WHICH ARE CURRENT

Title	Year	Form
Morgan Service & Repair Manual	1989	-
Nicolai Service & Repair Manual	1990	-
Nicolai Marquis...Doors	1992	NFDC-1122
Morgan Marquis...Doors	1992	MFDC-1122
The Nicolai Collection	1993	NDC-1053
Nicolai Triomphe...Doors	1993	NTFD-11-3
Morgan Entrance Trim Specification Guide	1993	METS-1043
Morgan Triomphe...Doors	1993	MTFD-1103
Morgan Triomphe...Doors	1993	MTIF-1103
Morgan High Style Fir Entrance Doors	1994	MHSFS-1054
Morgan High Style Oak Entrance Doors	1994	MHSOS-1054
Morgan High Style Pine Entrance Doors	1994	MPHSS-1054
The Nicolai High Style Fir Door Collection	1994	NHSFS-1054
The Nicolai High Style Oak Door Collection	1994	NHSOS-1054
The Nicolai High Style Pine Door Collection	1994	NPHSS-1054
Morgan Marquis SwingSet Patio Doors	1994	MSS-1094
Northwoods Sliding Patio Door	1994	NWSPD-1104
Northwoods Oak Doors	1995	NWO-2045
Morgan Exterior & Interior Wood Doors	1995	MDC-1055
Morgan Doorway Yourway Trim	1995	-
Morgan Entrance Trim	1995	MET-1125
Morgan Knotty Pine Doors	1996	MKP-146
Nicolai Knotty Pine Doors	1996	NKP-146
Morgan HD Warehouse Prices	1996	HD-WRPC

PATENTS

Patent Number	Patent Date	Description
5,050,359	09/24/91	Joint adaptable for use in a closure and including such joint
5,584,154	12/17/96	Closure and sealing joint for incorporation in such a closure

APPLICATIONS

Application Number	Application Date	Docket No.	
8/270504	07/05/94	31847/106	Composite closure having a wooden face and a non-wood face
08/423466	04/19/95	31847/108	Method for assembling a multi-panel door (SPD Cell) (Foreign filing license granted 11/03/97)
08/639830	04/29/96	31847/109	Transparent panel and surrounding closure and a method for its creation. (Foreign filing license granted 06/07/96)
08/918,158	8/25/97	31845/108A	Method assembling a multi-panel door

The following patents are inactive

3,512,304	05/19/70	Insulated panel door
3,692,828	06/15/76	Adjustable framing member
3,760,543	09/25/73	Door light unit
3,854,246	12/17/74	Threshold weatherstrip
3,981,103	09/21/76	Adjustable split door jamb
4,019,303	04/26/77	Adjustable split door jamb
4,265,068	05/05/81	Security ParDoor