

After recordation return to:

Driscoll Strawberry associates, Inc.
1355 E. Cypress Avenue, Suite G
Redding, California 96002

MEMORANDUM OF LEASE

BERNARD J. JENDRZEJEWSKI and STEVE E. RAJNUS, as Lessor, and DRISCOLL STRAWBERRY ASSOCIATES, INC., a [California] corporation, as Lessee, agrees:

That upon the terms and provision set forth in that certain lease dated as of March 31, 1992, between Lessor and Lessee, Lessor has leased and let and does hereby lease and let unto Lessee the premises in Klamath County, Oregon, consisting of the thirty (30) acre plot of land being a portion of:

THE NE 1/4 OF THE SW 1/4 OF SECTION 6, TOWNSHIP 38 SOUTH, RANGE 11 EAST OF THE WILLAMETTE MERIDIAN, KLAMATH COUNTY, OREGON.

and being that certain property shown in cross-hatch on the map attached hereto as Exhibit "A". The boundaries of the leased parcel being marked off and delineated and agreed to by the parties hereto.

The term of the Agricultural Lease is for the period commencing March 31, 1992 and terminating December 31, 1992.

Said Agricultural Lease and all of the terms and provisions thereof are hereby incorporated herein and made a part hereof in all respects as though fully set forth herein, reference being hereby made to a fully executed copy of said Lease in the possession of Lessor and Lessee for the full particulars thereof.

Lessor's address is: Bernard J. Jendrzejewski
Route 1, Box 755
Bonanza, Oregon 97623

Steve E. Rajnus
Route 1, Box 637
Bonanza, Oregon 97623

Lessee's address is: 345 Westridge Drive
Watsonville, CA 95076

8695

IN WITNESS WHEREOF, the parties have on this 31st day of March, 1992, herewith executed this Memorandum of Lease.

Lessor:

Bernard J. Jendrzejewski
Bernard J. Jendrzejewski

Steve E. Rajnub
Steve E. Rajnub

Lessee:

DRISCOLL STRAWBERRY ASSOCIATES, INC.

By: Kenneth B. Morena
Kenneth B. Morena, President

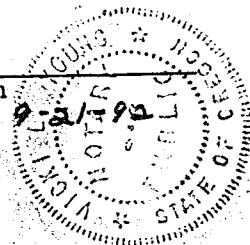
By: Clinton F. Miller
Clinton F. Miller, Secretary (Assistant)

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STATE OF OREGON)
) ss.
County of Klamath)

Personally appeared before me the above BERNARD J. JENDRZEJEWSKI, this 22 day of March, 1992, and acknowledges this instrument to be his voluntary act and deed.

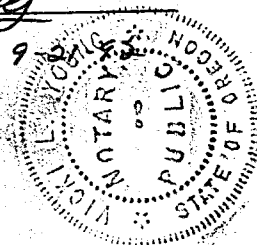
Deak J. Young
Notary Public of Oregon
My Commission Expires: 9-21-92



STATE OF OREGON)
County of Klamath) ss.

Personally appeared before me the above STEVE E. RAJNUS, this 31 day of March, 1992, and acknowledges this instrument to be his voluntary act and deed.


Clark H. Haring
Notary Public for Oregon
My Commission Expires: 9



STATE OF CALIFORNIA)
) ss.
COUNTY OF monterey)

On this the 7th day of April 1992 before me, the undersigned, a Notary Public in and for said State, personally appeared Kenneth B. Moena personally known to me or proved to me on the basis of satisfactory evidence to be the person who executed the within instrument as the President, and Clinton F. Miller personally known to me or proved to me on the basis of satisfactory evidence to be the person who executed the within instrument as the Assistant Secretary of the Corporation that executed the within instrument and acknowledged to me that such corporation executed the within instrument pursuant to its by-laws or a resolution of its board of directors.

WITNESS my hand and official seal.

 OFFICIAL SEAL
ELIZABETH S. GOODSON

Signature Elizabeth S. Goodson
My commission expires June 16, 1992

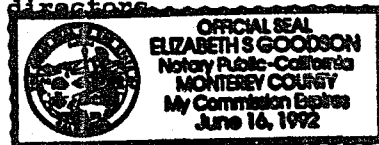
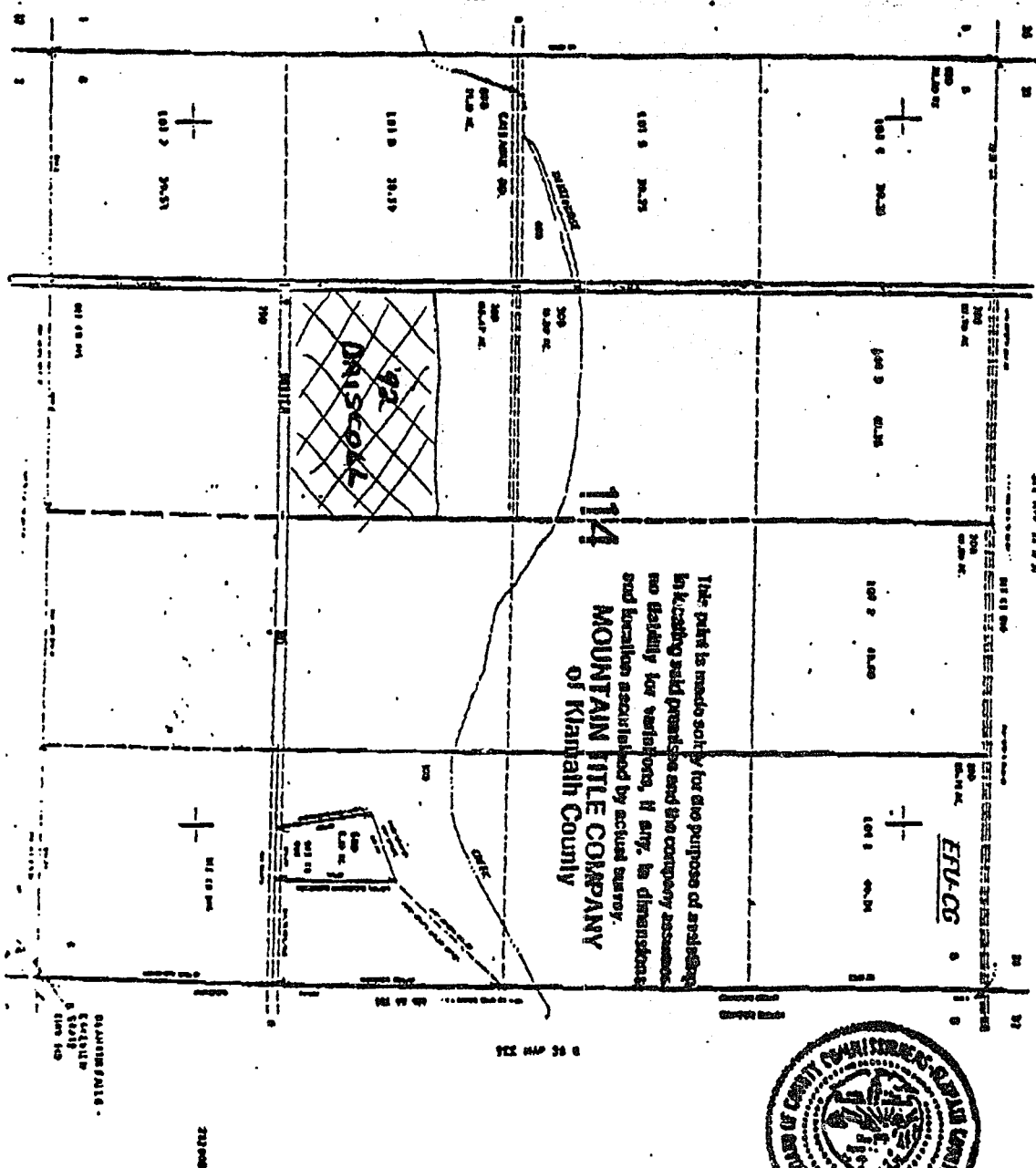


Exhibit "A"

8697



STATE OF OREGON; COUNTY OF KLAMATH: ss.

Filed for record at request of Driscoll Strawberry Associates the 29th day
of April A.D., 19 91 at 12:01 o'clock P.M., and duly recorded in Vol. M91
of Deeds on Page 7888

FEE \$43.00

Evelyn Biehn County Clerk
By Pauline Mullendorfer

INDEXED

STATE OF OREGON; COUNTY OF KLAMATH: ss.

Filed for record at request of Driscoll Strawberry Assoc. Inc. the 23rd day
of April A.D., 19 92 at 10:00 o'clock A.M., and duly recorded in Vol. M92
of Deeds on Page 8694

FEE \$45.00

Evelyn Biehn County Clerk
By Pauline Mullendorfer