

RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:

Driscoll Strawberry Associates, Inc.
345 Hemsted, Suite B
Redding, CA 96002
Attn: Karen Chipiey

SPACE ABOVE THIS LINE RESERVED FOR RECORDER'S USE

MEMORANDUM OF SUBLEASE

THIS MEMORANDUM OF SUBLEASE (this "**Memorandum**") is made as of April 2, 1999, by and between Sierra Cascade Nursery, Inc., a California corporation ("**Sublessor**"), and Driscoll Strawberry Associates, Inc., a California corporation ("**Sublessee**").

Recitals

A. Sublessor has leased from Mike Russell and Donna Russell ("**Master Lessor**"), certain real property located in Klamath County, Oregon, as more particularly described on Exhibit B attached hereto and incorporated herein by this reference (the "**Property**"), pursuant to the terms of that certain Agricultural Lease dated March 30, 1999 (the "**Master Lease**").

B. Sublessor and Sublessee have entered into that certain Sublease of even date herewith (the "**Sublease**"), pursuant to which Sublessor has subleased to Sublessee a portion of the Property, consisting of approximately 8 acres, as shown by cross-hatching on Exhibit A attached hereto and incorporated herein by this reference (the "**Premises**").

C. Sublessor and Sublessee desire to execute this Memorandum to provide notice to all third parties of Sublessee's rights under the Sublease.

In consideration of the mutual promises and covenants contained in the Sublease and for other good and valuable consideration, the receipt and sufficiency are hereby acknowledged, the parties agree as follows:

1. Sublessor hereby subleases the Premises to Sublessee, pursuant to the terms and conditions contained in the Sublease, for a term commencing on April 1, 1999 and expiring on December 31, 1999.


ck
60-

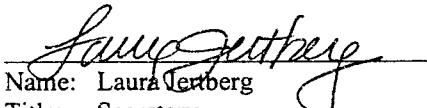
2. This Memorandum and the Sublease are governed by the laws of the State of California. This Memorandum shall not be construed as modifying the terms or conditions of the Sublease. In the event of a conflict between this Memorandum and the Sublease, the Sublease shall control. This Memorandum may be signed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same Memorandum.

IN WITNESS WHEREOF, the parties hereto have duly executed and delivered this Memorandum as of the day and year first above written.

Sublessor:


Sierra Cascade Nursery, Inc.


By: 
Name: Randy Jertberg
Title: President

By: 
Name: Laura Jertberg
Title: Secretary

Sublessee:

Driscoll Strawberry Associates, Inc.

By: 
L. Gary Gionnette, President

By: 
Thomas P. Driscoll, Secretary
or Clint Miller, Assistant Secretary

18059

Oregon
STATE OF ~~CALIFORNIA~~

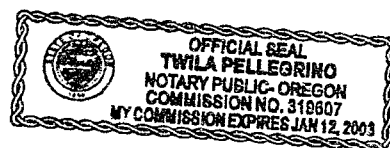
COUNTY OF Klamath

) ss.
)

On April 2, 1999, before me, Twila Pellegrino, personally
appeared Joseph Randall & Laura Jertberg, personally known to me (or proved to me on the
basis of satisfactory evidence) to be the person(s) whose name(s) (~~is/are~~) subscribed to the
within instrument and acknowledged to me that (~~he/she/they~~) executed the same in
(~~his/her/their~~) authorized capacity(ies), and that by (~~this/her/their~~) signature(s) on the
instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the
instrument.

WITNESS MY HAND AND OFFICIAL SEAL

Twila Pellegrino
Notary Public



STATE OF CALIFORNIA)
) ss.
COUNTY OF Santa Cruz)
 2

On April 14, 1999, before me, Cynthia L Mathison personally appeared Anthony DiGionette, personally known to me (~~or proved to me on the basis of satisfactory evidence~~) to be the person(~~s~~) whose name(~~s~~) (is/are) subscribed to the within instrument and acknowledged to me that ~~(he/she/they)~~ executed the same in ~~(his/her/their)~~ authorized capacity(~~ies~~), and that by ~~(his/her/their)~~ signature(~~s~~) on the instrument the person(~~s~~), or the entity upon behalf of which the person(~~s~~) acted, executed the instrument.

WITNESS MY HAND AND OFFICIAL SEAL

Cynthia L Mathiesen
Notary Public

STATE OF CALIFORNIA)

) ss.

COUNTY OF Santa Cruz)

On April 14, 1999, before me, Cynthia L Mathiesen, personally appeared Thomas F. Quirell, personally known to me (~~or proved to me on the basis of satisfactory evidence~~) to be the person(x) whose name(x) (is/are) subscribed to the within instrument and acknowledged to me that (he/she/they) executed the same in (his/her/their) authorized capacity(~~ies~~), and that by (his/her/their) signature(x) on the instrument the person(x), or the entity upon behalf of which the person(x) acted, executed the instrument.

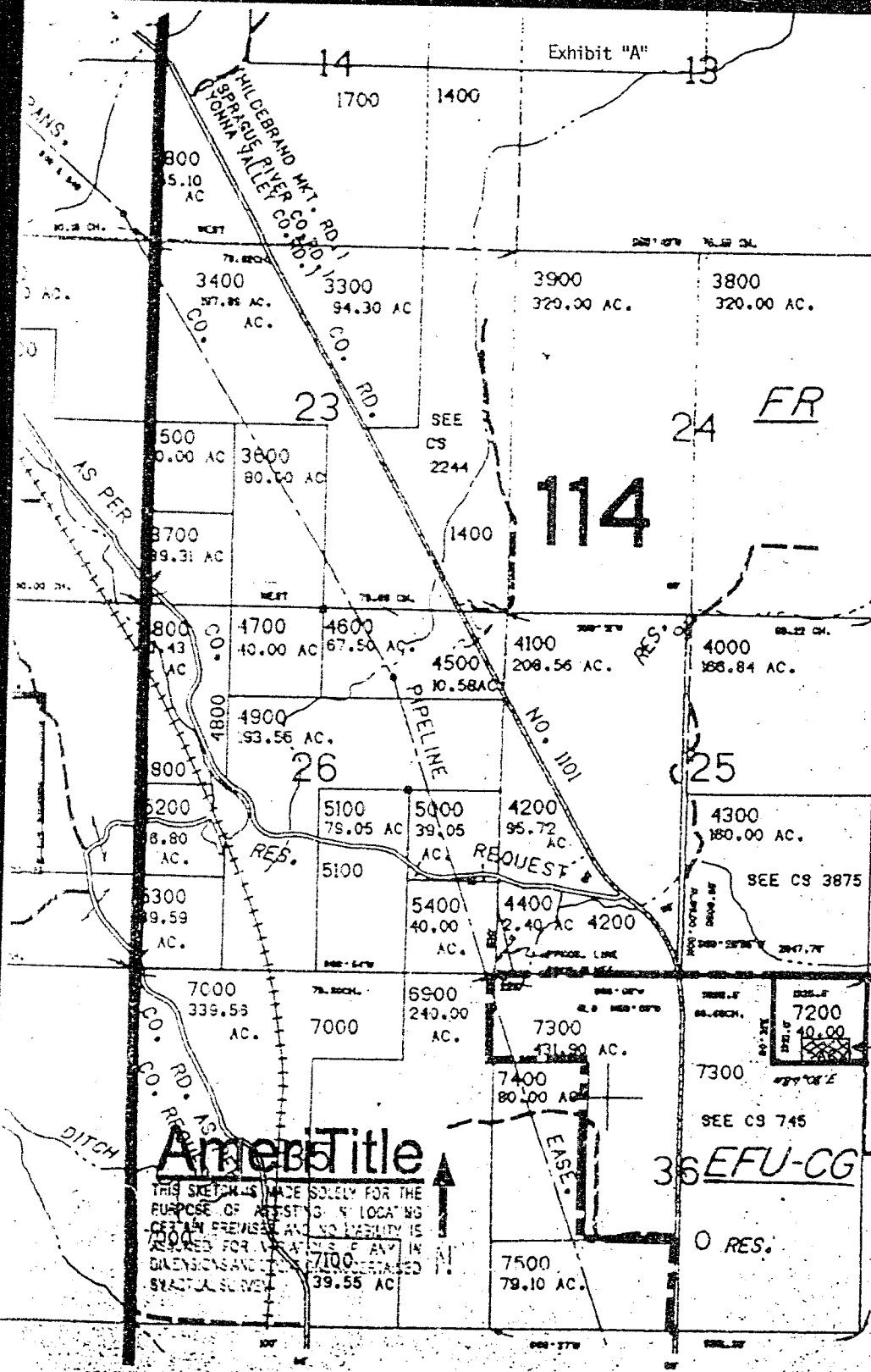
WITNESS MY HAND AND OFFICIAL SEAL

Cynthia L Mathiesen
Notary Public

Exhibit "A"

18062

SEE MAP 37 II



AmersTitle

THIS SKETCH IS MADE SOLELY FOR THE PURPOSE OF ASSISTING IN LOCATING CERTAIN PREMISES AND NO LIABILITY IS ASSUMED FOR ANY ERRORS OR OMISSIONS IN DIMENSIONS AND LOCATIONS OF THE DESCRIBED SPATIAL SURVEY.

36 EFU-CG

Rus-1
8 acres

240.000

37 II
& INDEX

18063

Exhibit 'B'

The NE 1/4 of the NE 1/4 of Section 36, Township 37 South, Range 11 1/2 East of the
Willamette Meridian, Klamath County, Oregon

State of Oregon, County of Klamath
Recorded 5/11/99, at 11:13 AM
at the referenced page, Vol. M99.
Linda Smith, County Clerk
Fee \$ 60 -

Linda Smith