

RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:

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

Vol M99 Page 18064

SPACE ABOVE THIS LINE RESERVED FOR RECORDER'S USE

MEMORANDUM OF SUBLEASE

THIS MEMORANDUM OF SUBLEASE (this "**Memorandum**") is made as of 4-2- 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 Grant E. Brown and Lois M. Brown ("**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 Commercial Farm Lease dated November 1, 1998 (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 10 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 2, 1999 and expiring on December 31, 1999.

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

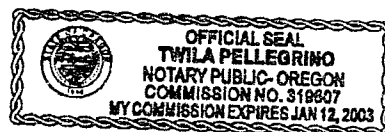
18066

Oregon
STATE OF ~~CALIFORNIA~~)
) ss.
COUNTY OF Klamath)

On April 2, 1999, before me, Twila Pellegrino, personally
appeared Joseph Randall & Laura Jerthberg, 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

Twila Pellegrino
Notary Public



18067

STATE OF CALIFORNIA)

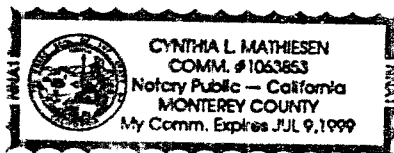
) ss.

COUNTY OF Santa Cruz)

On April 14, 1999 before me, Cynthia L Mathiesen personally appeared James S. Sennett, 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 Mathisen, personally appeared Thomas P. Danecoll, 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

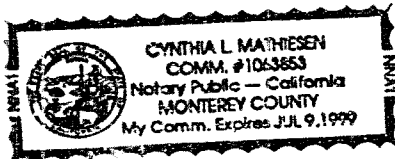


Exhibit 'B'

The W1/2 SE1/4, EXCEPT that portion lying North of the center of the county road running Easterly and Westerly through said Tract, and the SE1/4 SW1/4 in Section 1, Township 38 South, Range 11 1/2 East of the Willamette Meridian, Klamath County, Oregon, EXCEPTING THEREFROM any portion thereof lying within the right of way of the County Road.

The NW1/4 NE1/4; NE1/4 NW1/4 in Section 12, Township 38 South, Range 11 1/2 East of the Willamette Meridian, Klamath County, Oregon, EXCEPTING THEREFROM any portion thereof lying within the right of way of the county road.

Exhibit "A"

SCALE 1:9600 18070

RECORDED
OCT 28 1994
BY CLERK
LINDA SMITH

SEE MAP 38 BY 8

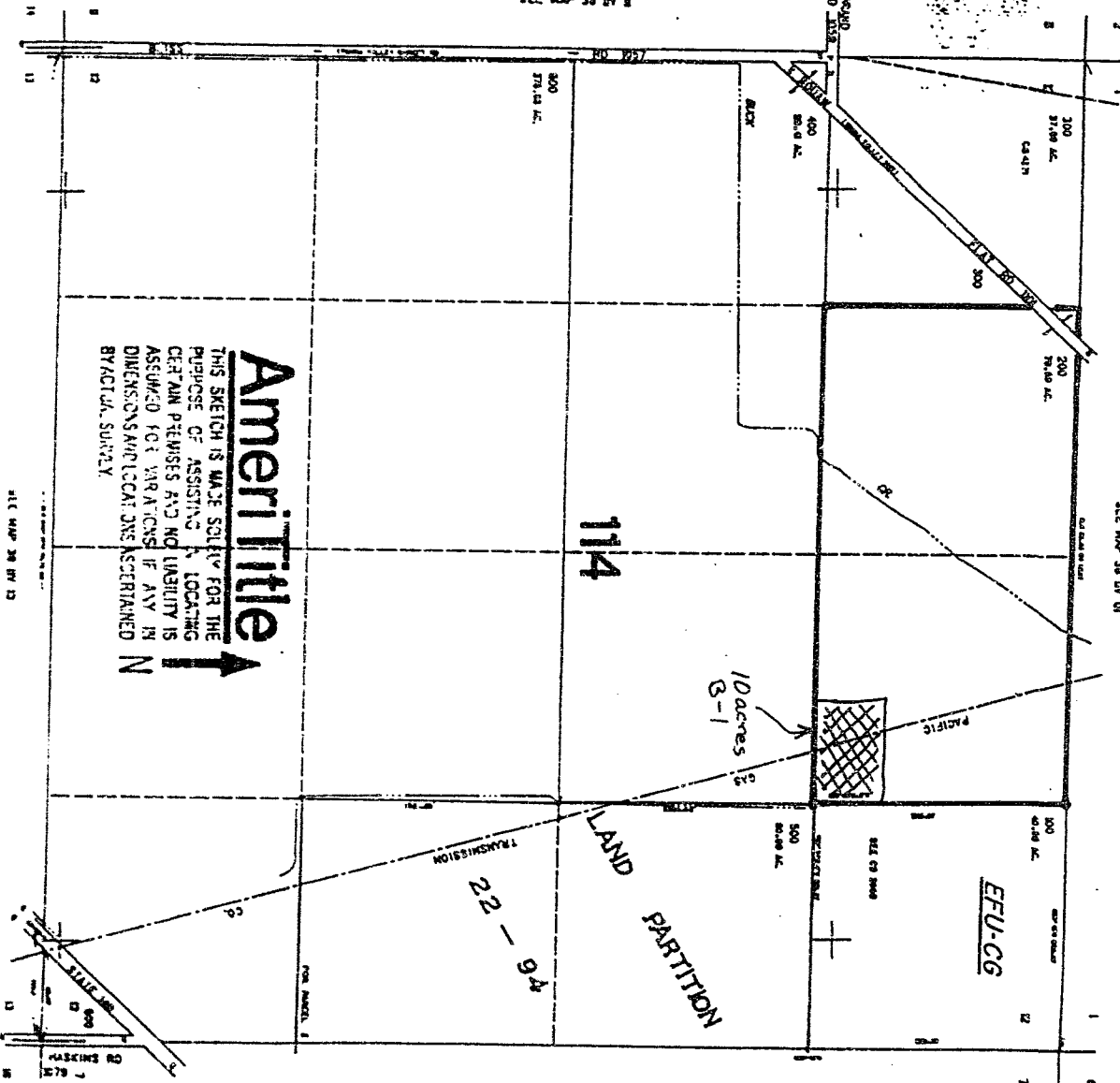


THIS MAP WAS PREPARED FOR
ASSISTANT PLUMBER ONLY.

SECTION 12
KLAMATH COUNTY
T-4007

SEE MAP 38 BY 01

Amerititle
THIS SKETCH IS MADE SOLELY FOR THE
PURPOSE OF ASSISTING IN LOCATING
CERTAIN PREMISES AND NO LIABILITY IS
ASSUMED FOR ERRORS IF ANY IN
DIMENSIONS AND LOCATIONS ASCERTAINED
BY ACTUAL SURVEY.



SEE MAP 38 BY 07

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

98.11V 12

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