

RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:

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

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 Raymond R. Colahan and Sharon Colahan, husband and wife, and Ross H. Colahan and Raymond Colahan, as Trustees of the 1989 Kamahuka Family Trust ("**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 December 31, 1997 (the "**Master Lease**"). The Master Lease was amended by Addendum to Agricultural Lease dated March 18, 1998.

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 111 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:

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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: 

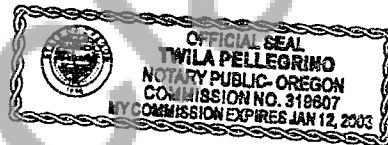
Thomas P. Driscoll, Secretary
or Clint Miller, Assistant Secretary

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

On April 2, 1999, before me, Twila Pellegrino, personally appeared Joseph Randall & Laura Jert, ~~persons~~ 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



Unofficial Copy

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

On April 14, 1999, before me, Cynthia L Mathiesen, personally appeared L Gary Dionette, 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/his/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

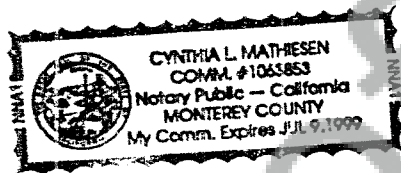


STATE OF CALIFORNIA)
) ss.
 COUNTY OF Santa Cruz)

On April 14, 1999, before me, Cynthia L. Mathiesen personally appeared Thomas P. Ducaff, 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.

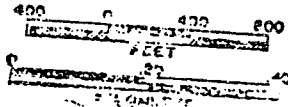
WITNESS MY HAND AND OFFICIAL SEAL

Cynthia L. Mathiesen
 Notary Public



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SCALE 1:9600



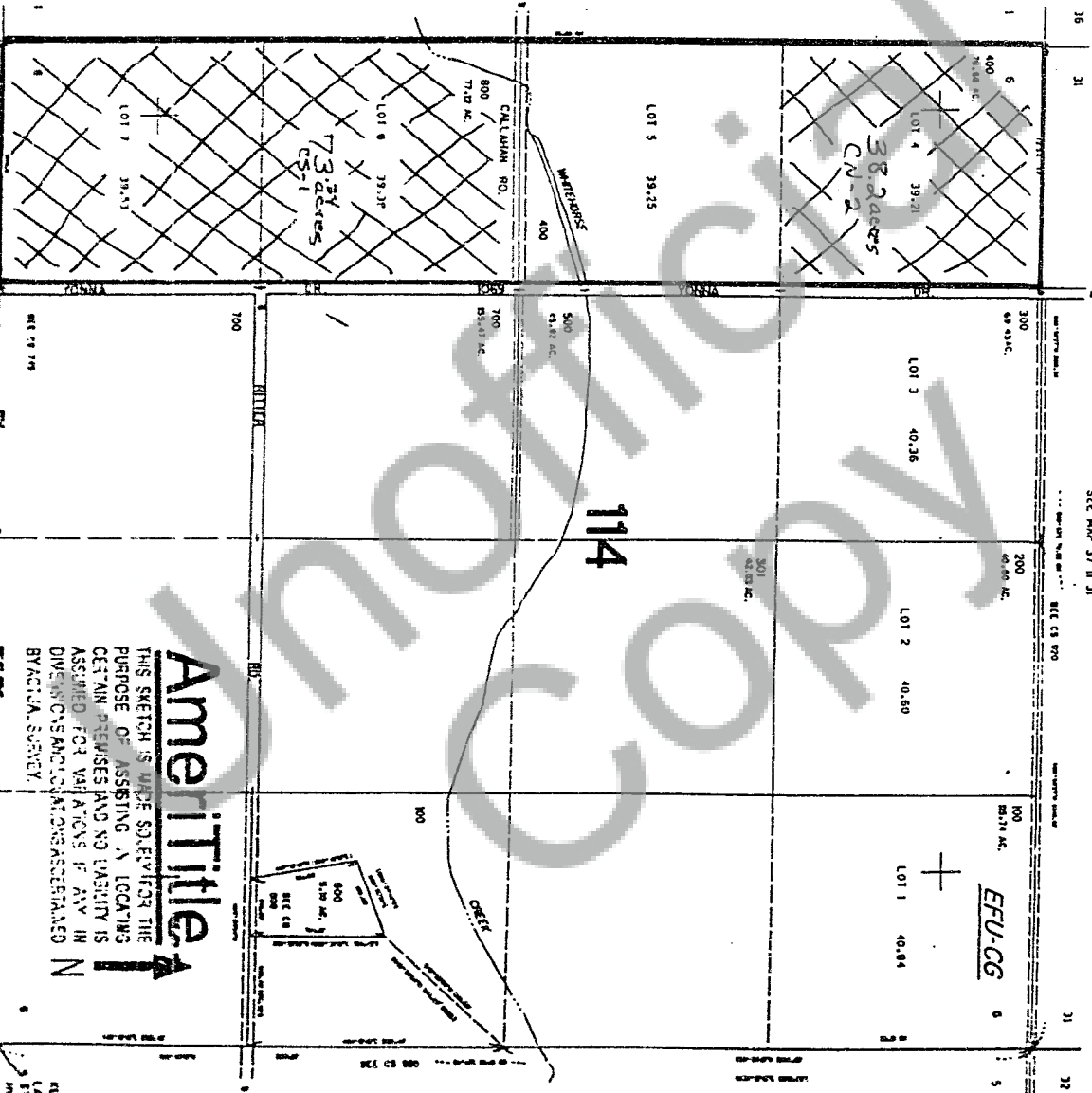
RECEIVED
173 895
OFFICE OF LAND
RECORDS
COUNTY OF ALABAMA
MONTGOMERY

THIS MAP WAS PREPARED FOR
ASSESSMENT PURPOSE ONLY.

SECTION 06 T.38S. R.11E. W.M.
-AMATH COUNTY

1:400'

SEE MAP 37 11 31



SEE MAP 38 11 01

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AmeriTitle
↑
THIS SKETCH IS MADE SOLELY FOR THE
PURPOSE OF ASSISTING IN LOCATING
CERTAIN PREMISES AND NO LIABILITY IS
ASSUMED FOR VARIATIONS IF ANY IN
DIMENSIONS AND LOCATIONS AS STATED
BY ACTUAL SURVEY.

EXHIBIT "A"

18 11 06

38 11 06

232 000

Exhibit 'B'PARCEL 1:

The E 1/2 of the SE 1/4, Section 1, Township 38 South, Range 11 1/2 East of the Willamette Meridian, Klamath County, Oregon

PARCEL 2:

The E 1/2 NE 1/4, Section 1, Township 38 South, Range 11 1/2 East of the Willamette Meridian, Klamath County, Oregon

PARCEL 3:

Township 37 South, Range 11 East of the Willamette Meridian, Klamath County, Oregon.
Section 31: SW 1/4 SW 1/4 (Lot 4)

PARCEL 4:

The W 1/2 SW 1/4 of Section 6, Township 38 South, Range 11 East of the Willamette Meridian, Klamath County, Oregon

PARCEL 5:

The W 1/2 NW 1/4 of Section 6, Township 38 South, Range 11 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