

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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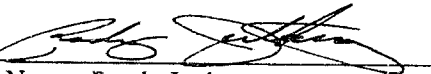
1. Sublessor hereby subleases the Premises to Sublessee, pursuant to the terms and conditions contained in the Sublease, for a term commencing on April 2, 1999 and expiring on December 31, 1999.

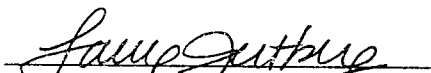
2. This Memorandum and the Sublease are governed by the laws of the State of California. This Memorandum shall not be construed as modifying the terms or conditions of the Sublease. In the event of a conflict between this Memorandum and the Sublease, the Sublease shall control. This Memorandum may be 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

18080

Oregon  
STATE OF ~~CALIFORNIA~~ )

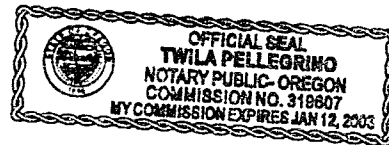
COUNTY OF Klamath ) ss.

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



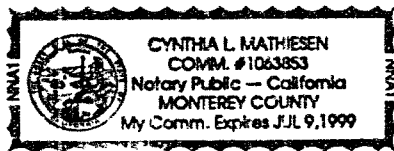
18081

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/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

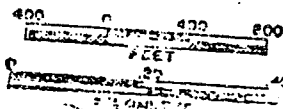
) ss.

WITNESS MY HAND AND OFFICIAL SEAL

 CYNTHIA L. MATHIESEN  
COMM. #1063853  
Notary Public — California  
MONTEREY COUNTY  
My Comm. Expires JUL 9, 1999

18083

SCALE 1"=6600'

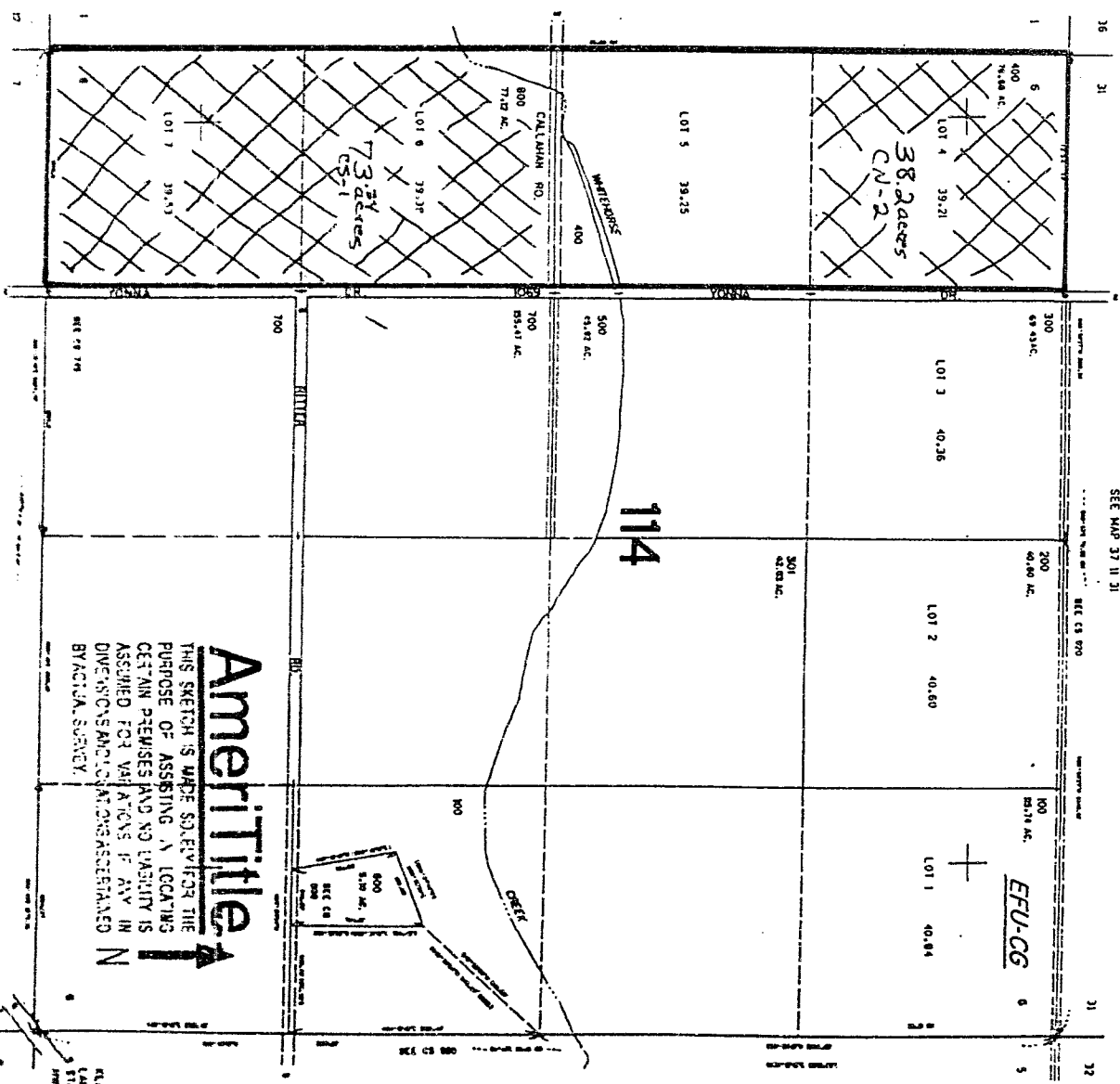


RECEIVED  
JUL 3 1995  
OFFICE OF LAND  
MANAGEMENT  
STATE OF ARIZONA  
SEE MAP 38 IN 01

THIS MAP WAS PREPARED FOR  
ASSESSMENT PURPOSE ONLY.

SECTION 06 T.38S. R.11E. W.M.  
-AMATH COUNTY  
1-400'

SEE MAP 37 IN 31



**AmeriTitle**  
 THIS SKETCH IS MADE SOLELY FOR THE  
 PURPOSE OF ASSASSING A 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

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*