

RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:

Driscoll Strawberry Associates, Inc. **200 APR 17 AM 8: 52**
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 March 13, 2000, 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 et al. ("**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 and amended by Addendum to Agricultural Lease dated March 18, 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 42 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 March 13, 2000 and expiring on December 31, 2000.

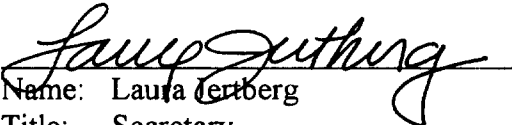
2. This Memorandum and the Sublease are governed by the laws of the State of California. This Memorandum shall not be construed as modifying the terms or conditions of the Sublease. In the event of a conflict between this Memorandum and the Sublease, the Sublease shall control. This Memorandum may be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

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

On March 13, 2000, before me, Randy & Lauren Terberg, personally
~~appeared before me Twila Pellegrino, 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



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

On March 30, 2000 before me, Cynthia L. Mathiesen, Notary Public personally appeared L. Gary Giannette & Clint Miller, 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 Lorraine Mathiesen
Notary Public



Sierra-Cascade Nursery, Inc.
BOWMAN, OREGON
RANCH



2000 Strawberry (Est. 1985)

G-2 48 F.

S-2 N. 21

S-2 S. 47

U-1 38

S-1 154

12322

2000 Core Crop (Est. 1985)

S-1 73 A

S-1 57

130 A.

3-1 23 A. (TBO)

EXHIBIT "A"

ANSEL
RANCH

G-3 TEL
234

B-1
57A
Core Crop

W-1
39A
WELLS

W-2
38A
RANCH
STRAWBERRY

WALKER

RANCH

SCN
HEADQUARTERS

36A
O-1

76.3A
MK

38A
CV-3
ALFALFA-GRAIS
HAY

B-2
55A
Strawberry
(48A)

CS-2 N
Strawberry
(21A)

CS-1
73A
Core Crop

DSA 2000
Alfalfa
Varieties
65A
CS-2 S
Strawberry
(47A)

RITTER
RANCH

GARRETT
RANCH

EXHIBIT "B"
LEGAL DESCRIPTION

PARCEL 1:

THE E ½ OF THE SE ¼, SECTION 1, TOWNSHIP 38 SOUTH, RANGE 11 ½ EAST OF THE WILLAMETTE
MERIDIAN, KLAMATH COUNTY, OREGON

State of Oregon, County of Klamath
Recorded 04/17/00, at 8:52 a m.
In Vol. M00 Page 12318
Linda Smith,
County Clerk Fee\$ 46⁰⁰
 9⁰⁰