

RECORDING REQUESTED BY  
AND WHEN RECORDED MAIL TO:

200 APR 17 AM 8: 52  
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 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 Agricultural Resources, a Limited Partnership ("**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 with option-to-buy dated September 21, 1994 (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 162.5 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:

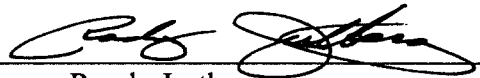
1. Sublessor hereby subleases the Premises to Sublessee, pursuant to the terms and conditions contained in the Sublease, for a term commencing on March 13, 2000 and expiring on the last day of December, 2000.

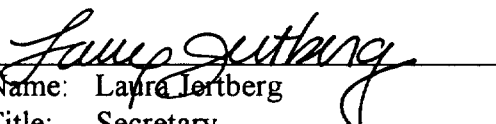
2. This Memorandum and the Sublease are governed by the laws of the State of California. This Memorandum shall not be construed as modifying the terms or conditions of the Sublease. In the event of a conflict between this Memorandum and the Sublease, the Sublease shall control. This Memorandum may be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

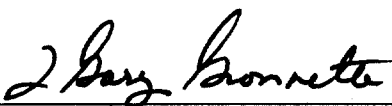
Sierra Cascade Nursery, Inc.

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 & Laura Jertberg, 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. Mathisen, Notary Public personally appeared L. Gary, Ginnette and 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/hers/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 Mathisen  
Notary Public



N

14410000  
11-1-99

Sierra-Cascade Nursery, Inc.  
WANZA, OREGON  
RANCH

EXHIBIT "A"

12328

2000 Strawberry (Fst. Acres)

01	34 A.
02	38
03	25
04	27
06	26.5
TOTAL	162.5 A.

2000 Reg Seed (Fst Acres)

N-2	36.9 A
1k	62.1
TOTAL	100.0 A.

2000 Cover Crop (Fst Acres)

05	55.9 A
N-1	38
k	12.2
us-1	8.9
us-2	18.0
TOTAL	107.6

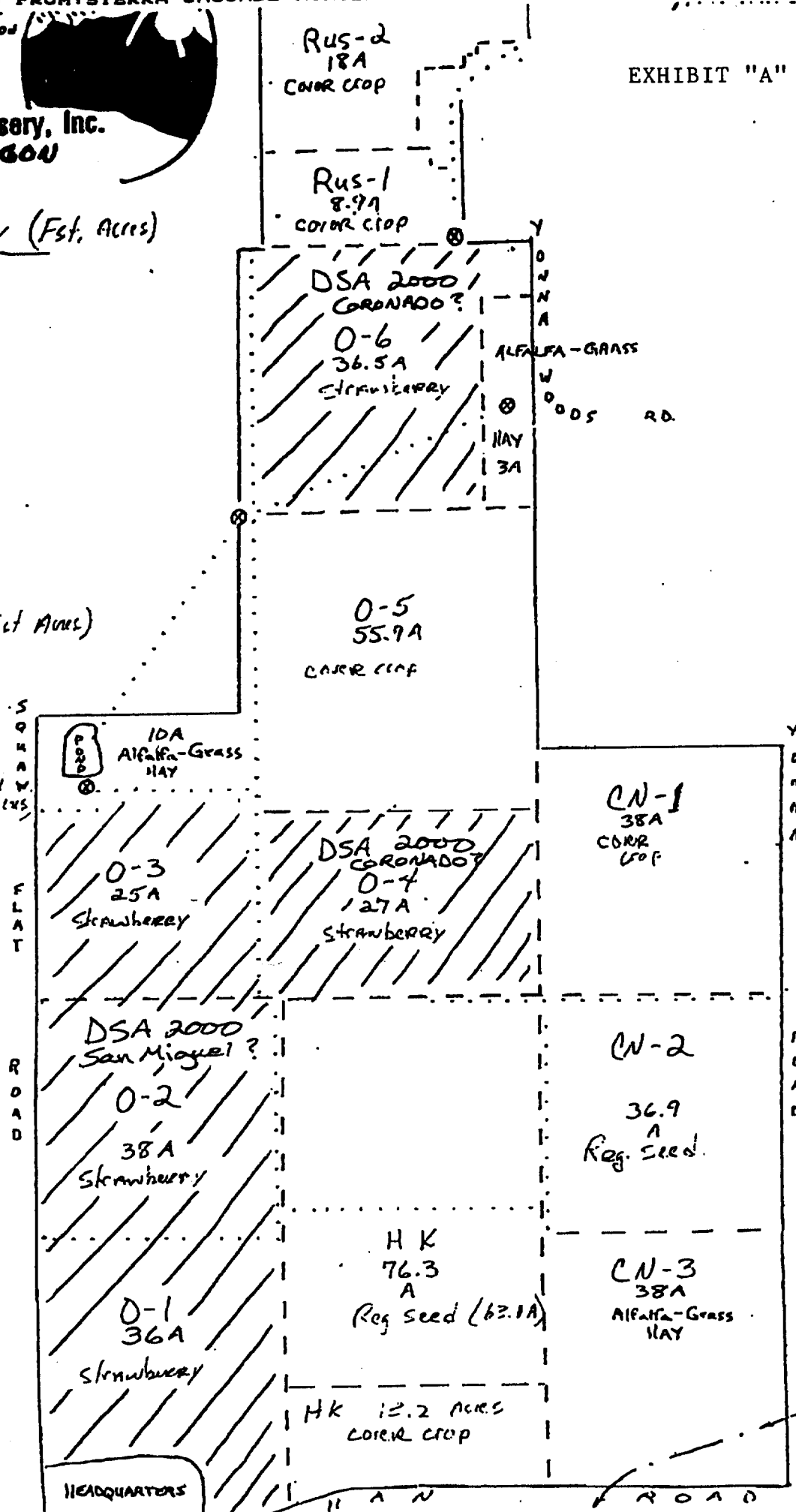


EXHIBIT "B"  
LEGAL DESCRIPTION

NW ¼ NE ¼, S ½ NE ¼ AND SE ¼ OF SECTION 36, TOWNSHIP 37 SOUTH, RANGE 11 ½ EAST OF THE WILLAMETTE MERIDIAN, KLAMATH COUNTY, OREGON

EXCEPTING THEREFROM:

A TRACT OF LAND BEING A PORTION OF PARCEL 2 OF "MINOR LAND PARTITION 15-90". SITUATED IN THE W ½ E ½ AND THE NE ¼ NW ¼ OF SECTION 36, TOWNSHIP 37 SOUTH, RANGE 11 ½ EAST OF THE WILLAMETTE MERIDIAN, KLAMATH COUNTY, OREGON, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTH ¼ CORNER OF SAID SECTION 36; THENCE NORTH 89°05'03" EAST 1,323.78 FEET TO THE EAST 1/16 CORNER COMMON TO SECTIONS 25 AND 36 AND THE WEST LINE OF THAT TRACT OF LAND OWNED BY MIKE AND DONNA RUSSELL; THENCE SOUTH 00°21'57" WEST, ALONG THE SAID TRACT OF LAND, 1,320.15 FEET TO A FENCE CORNER; THENCE THE FOLLOWING COURSES AND DISTANCES GENERALLY ALONG AN EXISTING FENCE LINE; SOUTH 88°49'15" WEST 114.29 FEET, SOUTH 00°14'09" EAST 1,318.34 FEET, SOUTH 00°05'02" EAST 962.47 FEET AND SOUTH 89°25'11" WEST 1,132.76 FEET; THENCE SOUTH 89°25'11" WEST, TO A POINT ON THE CENTER LINE OF SQUAW FLAT ROAD AND ON THE WEST BOUNDARY LINE OF SAID PARCEL 2, 26.9 FEET MORE OR LESS; THENCE THE FOLLOWING COURSES AND DISTANCES ALONG SAID BOUNDARY; NORTH 00°10'06" WEST 2,732.58 FEET, ALONG THE ARC OF A CURVE TO THE LEFT (RADIUS EQUALS 1,909.86 FEET AND CENTRAL ANGLE EQUALS 05°00'00") 166.67 FEET, NORTH 05°10'06" WEST 546.22 FEET AND ALONG THE ARC OF A CURVE TO THE LEFT (RADIUS EQUALS 954.93 FEET AND CENTRAL ANGLE EQUALS 09°09'08") 152.54 FEET, NORTH 89°05'03" WEST 42.65 FEET TO THE POINT OF BEGINNING, WITH BEARINGS BASED ON "MINOR LAND PARTITION 15-90".

SUBJECT TO: A 20 FOOT WODE IRRIGATION EASEMENT, THE CENTERLINE OF WHICH IS MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE SOUTH LINE OF THE ABOVE DESCRIBED TRACT OF LAND, FROM WHICH THE SOUTHEAST CORNER OF SAID TRACT OF LAND BEARS NORTH 89°25'11" EAST 587.87 FEET; THENCE NORTH 31°11'49" EAST 1,132.14 FEET TO A POINT ON THE EAST BOUNDARY LINE OF THE SAID TRACT OF LAND.

AND

W ½ NE ¼ AND ALL THAT PORTION OF THE NW ¼ SE ¼ OF SECTION 1, TOWNSHIP 38 SOUTH, RANGE 11 ½ EAST OF THE WILLAMETTE MERIDIAN, KLAMATH COUNTY, OREGON, LYING NORTH OF THE CENTER OF THE COUNTY ROAD RUNNING EASTERLY AND WESTERLY THROUGH SAID TRACT AS SAID COUNTY ROAD PRESENTLY EXISTS ON THE GROUND.

State of Oregon, County of Klamath  
Recorded 04/17/00, at 8:52 a.m.  
In Vol. M00 Page 12324  
**Linda Smith,**  
County Clerk Fee\$ 46<sup>00</sup>  
9<sup>00</sup>