

RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:

Driscoll Strawberry Associates, Inc.
434 Redcliff Drive, Suite D
Redding, CA 86002
Attn: Holly Burgess

M06-09808

Klamath County, Oregon

05/16/2006 08:40:15 AM

Pages 9 Fee: \$61.00

SPACE ABOVE THIS LINE RESERVED FOR RECORDER'S USE

MEMORANDUM OF SUBLEASE

THIS MEMORANDUM OF SUBLEASE (this "**Memorandum**") is made as of 1/27, 2006, by and between Crown Nursery, LLC a California corporation ("**Sublessor**"), and Driscoll Strawberry Associates, Inc., a California corporation ("**Sublessee**").

Recitals

A. Sublessor has leased from California Giant, Inc. ("**Master Lessor**"), a portion of the certain real property located in Klamath County, Oregon, as more particularly described on Exhibit A attached hereto and incorporated herein by this reference (the "**Property**"), pursuant to the terms of that certain Lease dated January 1, 2006 (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 5 acres, as shown by cross-hatching on Exhibit B 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 the date hereof and expiring on December 31, 2006.

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:

Crown Nursery, LLC

By: 

Name: STEPHEN ALBAUGH
Title: MANAGER

By: _____

Name:
Title:

Sublessee:

Driscoll Strawberry Associates, Inc.

By: 

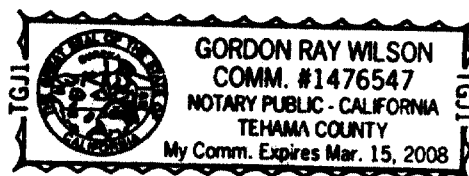
Name: Don S. Roberts
Title: Nursery Department Director

STATE OF CALIFORNIA)
) ss.
COUNTY OF Tehama)

On April 27 2006, before me, Gordon Ray Wilson, personally appeared Stephen Albany, ~~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

[Signature]
Notary Public



STATE OF CALIFORNIA)
) ss.
COUNTY OF Shasta)

On May 14, 2006, before me, Betty L. Hamilton, personally appeared Don S. Roberts, 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

Betty L. Hamilton
Notary Public



EXHIBITS

Exhibit A
Exhibit B

Legal Description of Property
Cross-Hatch of Premises

EXHIBIT "A"
LEGAL DESCRIPTION

PARCEL 1:

The W1/2 NE1/4, the SE1/4 NE1/4, and the NW1/4 SE1/4 of Section 34, Township 40 South, Range 12 East of the Willamette Meridian, Klamath County, Oregon.

PARCEL 2:

Beginning at the Northwest corner of the NE1/4 NE1/4 of Section 34, Township 40 South, Range 12 East of the Willamette Meridian, Klamath County, Oregon; thence South along the West line of said NE1/4 NE1/4 a distance of 20 chains, more or less to the Southwest corner of said NE1/4 NE1/4; thence East along the South line of said NE1/4 NE1/4 a distance of 20 chains, more or less, to the Southeast corner of said NE1/4 NE1/4; thence approximately North 45° West a distance of 28.28 chains more or less to the point of beginning; being the Southwest one-half of the NE1/4 NE1/4 of Section 34, Township 40 South, Range 12 East of the Willamette Meridian, Klamath County, Oregon.

PARCEL 3:

Beginning at the Northwest corner of the SW1/4 SE1/4 of Section 34, Township 40 South, Range 12 East of the Willamette Meridian, Klamath County, Oregon, thence East along the North line of said SW1/4 SE1/4, a distance of 20 chains, more or less to the Northeast corner of said SW1/4 SE1/4; thence South along the East line of said SW1/4 SE1/4 a distance of 20 chains, more or less, to the Southeast corner of said SW1/4 SE1/4; thence West, along the South line of said SW1/4 SE1/4 a distance of 8.5 chains, more or less, to the Northeasterly right of way line of the high line canal of the Shasta View Irrigation District; thence Northwesterly along said right of way line, to the West line of said W1/4 SE1/4; thence North a distance of 6.5 chains, more or less, to the point of beginning; being that portion of the SW1/4 SE1/4 of Section 34, Township 40 South, Range 12 East of the Willamette Meridian, Klamath County, Oregon, lying Northeasterly from the said high line canal.

TOGETHER WITH that portion of deed Volume M67 at page 5190, Microfilm Records of Klamath County, Oregon, lying North and East of the following described boundary line created by instrument recorded in Volume M91 page 18236, Microfilm Records of Klamath County, Oregon, to wit:

An existing fence line situated in the Northwest quarter of the Northeast quarter of Section 3, Township 41 South, Range 12 East, of the Willamette Meridian, Klamath County, Oregon, and the SW1/4 of the SE1/4 and the SE1/4 of the SW1/4 of Section 34, Township 40 South, Range 12 East of the Willamette Meridian, Klamath County, Oregon, more particularly described as follows:

Beginning at the intersection of the East line of said NW1/4 of the NE1/4, and an existing fence line from which the Easterly 1/16th corner common to said Sections 3 and 34 bears North 00° 24' 17" West, 8.67 feet (fence corner bears North 89° 39' 51" East, 1.7 feet); thence along said fence line South 89° 39' 51" West, 802.26 feet; thence North 00° 10' 19" East, 811.39 feet, thence North 72° 12' 01" West, 943.95 feet, thence South 00° 33' 24" West, 134.21 feet; thence South 87° 33' 44" West, 420.12 feet; thence North 00° 08' 32" East, 203.46 feet; thence North 47° 49' 55" West, 219 feet, more or less, to a point on the East line of that tract of land described as Parcel 2 in Deed Volume M89, page 19, Microfilm Records of Klamath County, Oregon, with bearings based on recorded Survey No. 2600.

- Continued -

(Parcel 3 Continued)

EXCEPTING THEREFROM that portion of Volume M90, at page 24850, Microfilm Records of Klamath County, Oregon, lying South and West of that certain boundary line created by instrument recorded in Volume M91, page 18236, Microfilm Records of Klamath County, Oregon, to wit:

An existing fence line situated in the Northwest quarter of the NE1/4 of Section 3, Township 41 South, Range 12 East, of the Willamette Meridian, Klamath County, Oregon, and the SW1/4 of the SE1/4 and the SE1/4 of the SW1/4 of Section 34, Township 40 South, Range 12 East of the Willamette Meridian, Klamath County, Oregon, more particularly described as follows:

Beginning at the intersection of the East line of said NW1/4 of the NE1/4, and an existing fence line from which the Easterly 1/16th corner common to said Sections 3 and 34 bears North 00° 24' 17" West, 8.67 feet (fence corner bears North 89° 39' 51" East, 1.7 feet); thence along said fence line South 89° 39' 51" West, 802.26 feet; thence North 00° 10' 19" East, 811.39 feet, thence North 72° 12' 01" West, 943.95 feet, thence South 00° 33' 24" West, 134.21 feet; thence South 87° 33' 44" West, 420.12 feet; thence North 00° 08' 32" East, 203.46 feet; thence North 47° 49' 55" West, 219 feet, more or less, to a point on the East line of that tract of land described as Parcel 2 in Deed Volume M89, page 19, Microfilm Records of Klamath County, Oregon, with bearings based on recorded Survey No. 2600.

PARCEL 4:

That portion of the W1/2 of Section 34, Township 40 South, Range 12 East of the Willamette Meridian, Klamath County, Oregon, lying East of the East right of way line of the county road as now located and North of the Northerly right of way line of the high line canal of the Shasta View Irrigation District.

TOGETHER WITH that portion of deed Volume M67 at page 5190, Microfilm Records of Klamath County, Oregon, lying North and East of the following described boundary line created by instrument recorded in Volume M91 page 18236, Microfilm Records of Klamath County, Oregon, to wit:

An existing fence line situated in the NW1/4 of the NE1/4 of Section 3, Township 41 South, Range 12 East, of the Willamette Meridian, Klamath County, Oregon, and the SW1/4 of the SE1/4 and the SE1/4 of the SW1/4 of Section 34, Township 40 South, Range 12 East of the Willamette Meridian, Klamath County, Oregon, more particularly described as follows:

Beginning at the intersection of the East line of said NW1/4 of the NE1/4, and an existing fence line from which the Easterly 1/16th corner common to said Sections 3 and 34 bears North 00° 24' 17" West, 8.67 feet (fence corner bears North 89° 39' 51" East, 1.7 feet); thence along said fence line South 89° 39' 51" West, 802.26 feet; thence North 00° 10' 19" East, 811.39 feet, thence North 72° 12' 01" West, 943.95 feet, thence South 00° 33' 24" West, 134.21 feet; thence South 87° 33' 44" West, 420.12 feet; thence North 00° 08' 32" East, 203.46 feet; thence North 47° 49' 55" West, 219 feet, more or less, to a point on the East line of that tract of land described as Parcel 2 in Deed Volume M89, page 19, Microfilm Records of Klamath County, Oregon, with bearings based on recorded Survey No. 2600.

- Continued -

(Parcel 4 Continued)

EXCEPTING THEREFROM that portion of Volume M90, at page 24850, Microfilm Records of Klamath County, Oregon, lying South and West of that certain boundary line created by instrument recorded in Volume M91, page 18236, Microfilm Records of Klamath County, Oregon, to wit:

An existing fence line situated in the NW1/4 of the NE1/4 of Section 3, Township 41 South, Range 12 East, of the Willamette Meridian, Klamath County, Oregon, and the SW1/4 of the SE1/4 and the SE1/4 of the SW1/4 of Section 34, Township 40 South, Range 12 East of the Willamette Meridian, Klamath County, Oregon, more particularly described as follows:

Beginning at the intersection of the East line of said NW1/4 of the NE1/4, and an existing fence line from which the Easterly 1/16th corner common to said Sections 3 and 34 bears North 00° 24' 17" West, 8.67 feet (fence corner bears North 89° 39' 51" East, 1.7 feet); thence along said fence line South 89° 39' 51" West, 802.26 feet; thence North 00° 10' 19" East, 811.39 feet, thence North 72° 12' 01" West, 943.95 feet, thence South 00° 33' 24" West, 134.21 feet; thence South 87° 33' 44" West, 420.12 feet; thence North 00° 08' 32" East, 203.46 feet; thence North 47° 49' 55" West, 219 feet, more or less, to a point on the East line of that tract of land described as Parcel 2 in Deed Volume M89, page 19, Microfilm Records of Klamath County, Oregon, with bearings based on recorded Survey No. 2600.

Tax Account No: 4012-03400-00200-000
Tax Account No: 4012-03400-00200-000

Key No: 600077
Key No: 628477

EXHIBIT B

40 12 34

SECTION 34 T.40S. R.12E. W.M.
KLAMATH COUNTY
T-400'

THIS MAP WAS PREPARED FOR
ASSESSMENT PURPOSE ONLY

