

RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:

RABO AGRIFINANCE LLC
14767 N. Outer 40 Rd., Suite 400
Chesterfield, MO 63017
Attn: Loan Operations

2021-009173

Klamath County, Oregon

06/09/2021 02:49:01 PM

Fee: \$142.00

SUBORDINATION AGREEMENT

THIS AGREEMENT made as of the 14th day of May, 2021, between TALLY HO FARMS, an Oregon general partnership d/b/a WALKER BROTHERS (hereinafter referred to as the "Undersigned"), and RABO AGRIFINANCE LLC., a Delaware limited liability company having its principal place of business at 14767 N Outer Rd., Suite 400, Chesterfield, MO 63017, (hereinafter referred to as the "Lender").

WITNESSETH:

WHEREAS, POTATO KARMA, LLC has applied to the Lender for a loan, to be evidenced by a Note and secured by a mortgage, deed of trust or security deed (hereinafter referred to as the "Deed of Trust") covering the following premises situate in KLAMATH COUNTY, OREGON:

See attached Exhibit A

WHEREAS, the Undersigned is the holder of the following mortgage, lease, contract of sale, judgment or other encumbrance (hereinafter referred to as the "Encumbrance"):

Lease dated February 2, 2017 between Potato Karma, LLC as Lessor and Walker Brothers/Tally Ho Farms, as Lessee.

WHEREAS, to induce the Lender to make said loan, the Undersigned has agreed with the Lender to subordinate to the lien of the Deed of Trust all right, title and interest of the Undersigned, including the Encumbrance, in and to all or any part of said premises;

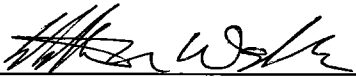
NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar (\$1.00) paid by the Lender to the Undersigned at or before delivery of this Agreement, the receipt of which is hereby acknowledged, the Undersigned hereby covenants and agrees with the Lender that the Encumbrance and any and all of the rights, options, liens and charges therein contained or created thereunder or thereby and all other right, title and interest of the Undersigned in said premises shall be and shall continue to be subject and subordinate in lien to the lien of the Deed of Trust and to any extensions, renewals and modifications thereof, to the extent of said amount, whether heretofore or hereafter advanced, and to all sums which may be advanced for the payment of taxes, assessments, insurance premiums and otherwise as contemplated by the terms of the Deed of Trust, together with interest as provided by the Deed of Trust.

This agreement may not be changed or terminated orally and shall bind and insure to the benefit of the Lender and the Undersigned and their respective heirs, personal representatives, successors and assigns.

IN WITNESS WHEREOF, the Undersigned has duly executed this Agreement as of the date and year first above written.

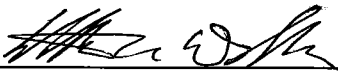
Address for Notices:
30203 Micka Road
Malin, OR 97632

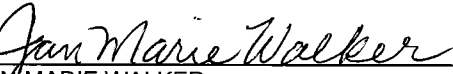
TALLY HO FARMS, an Oregon general partnership d/b/a
WALKER BROTHERS

By: 
WILLIAM WARREN WALKER
Managing Partner

By: WILLIAM AND JAN WALKER JOINT REVOCABLE
TRUST, under Trust Agreement dated November 14,
2016, as Managing Partner

Address for notices:
30203 Micka Road
Malin, OR 97632

By: 
WILLIAM WARREN WALKER
Trustee

By: 
JAN MARIE WALKER
Trustee

By: 
JOHN R WALKER
Managing Partner

Address for notices:
30203 Micka Road
Malin, OR 97632

By: THE J & B WALKER TRUST, under Trust Agreement
dated January 12, 2002 and restated October 14,
2014, as Managing Partner

By: John R Walker
JOHN R WALKER
Trustee

By: Weston William Walker
WESTON WILLIAM WALKER
Managing Partner

By: Tricia Marie Hill
TRICIA MARIE HILL
Managing Partner

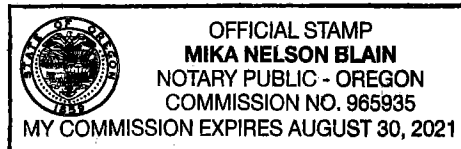
A notary public or other officer completing this certificate
verifies only the identity of the individual who signed the
document to which this certificate is attached, and not the
truthfulness, accuracy, or validity of that document.

Oregon
STATE OF ~~CALIFORNIA~~
COUNTY OF Klamath } SS

On May 2021, before me, Mika Nelson Blain NOTARY PUBLIC, personally appeared
WILLIAM WARREN WALKER, Managing Partner on behalf of TALLY HO FARMS, an Oregon general partnership, who 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.

I certify under PENALTY OF PERJURY under the laws of the State of Oregon that the
foregoing paragraph is true and correct.

WITNESS my hand and official seal
Mika Nelson Blain
Signature
(SEAL)



A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

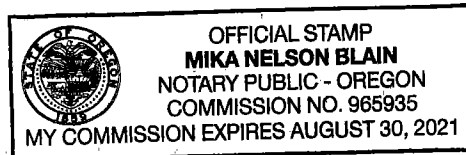
STATE OF ~~CALIFORNIA~~ ^{Oregon} }
COUNTY OF Klamath } SS

On May, 2021, before me, Mika Nelson Blain, NOTARY PUBLIC, personally appeared WILLIAM WARREN WALKER, as Co-Trustee of the WILLIAM AND JAN WALKER JOINT REVOCABLE TRUST, under Trust Agreement dated November 14, 2016, as Managing Partner of TALLY HO FARMS, an Oregon general partnership, who 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.

I certify under PENALTY OF PERJURY under the laws of the State of ~~California~~ ^{Oregon} that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Mika Blain
Signature
(SEAL)



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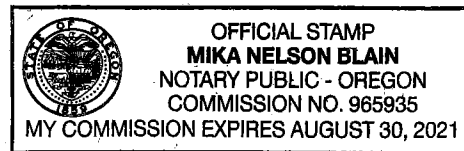
STATE OF ~~CALIFORNIA~~ ^{Oregon})
COUNTY OF Klamath) SS

On May 2021, before me, Mika Nelson Blain, NOTARY PUBLIC, personally appeared JAN MARIE WALKER, as Co-Trustee of the WILLIAM AND JAN WALKER JOINT REVOCABLE TRUST, under Trust Agreement dated November 14, 2016, as Managing Partner of TALLY HO FARMS, an Oregon general partnership, who 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.

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WITNESS my hand and official seal.

Mika Nelson Blain
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(SEAL)



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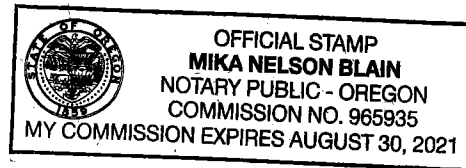
STATE OF ^{Oregon} CALIFORNIA)
COUNTY OF Klamath) SS

On May 2021, before me, Mika Nelson Blain NOTARY PUBLIC, personally appeared JOHN R WALKER, Managing Partner on behalf of TALLY HO FARMS, an Oregon general partnership, who 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.

I certify under PENALTY OF PERJURY under the laws of the State of ^{Oregon} ~~California~~ that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Mika Nelson Blain
Signature (SEAL)



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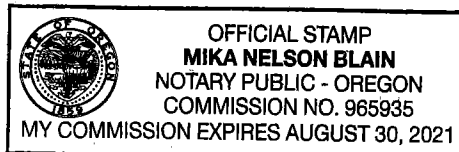
STATE OF ~~CALIFORNIA~~ ^{Oregon}
COUNTY OF Klamath) SS

On May, 2021, before me, Mika Nelson Blain, a ~~CALIFORNIA~~ ^{OREGON} NOTARY PUBLIC, personally appeared JOHN R WALKER, as Trustee of THE J & B WALKER TRUST, under Trust Agreement dated January 12, 2002 and restated October 14, 2014, as Managing Partner of TALLY HO FARMS, an Oregon general partnership, who 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.

I certify under PENALTY OF PERJURY under the laws of the State of ~~California~~ ^{Oregon} that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Mika Nelson Blain
Signature
(SEAL)



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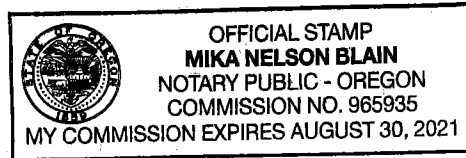
STATE OF ~~CALIFORNIA~~ ^{Oregon}
COUNTY OF Klamath) SS

On May 26 2021, before me, Mika Nelson Blain NOTARY PUBLIC, personally appeared WESTON WILLIAM WALKER, Managing Partner on behalf of TALLY HO FARMS, an Oregon general partnership, who 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.

I certify under PENALTY OF PERJURY under the laws of the State of ~~California~~ ^{Oregon} that the foregoing paragraph is true and correct.

WITNESS my hand and official seal

Mika Nelson Blain
Signature
(SEAL)



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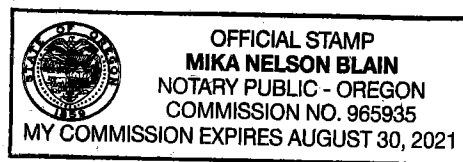
STATE OF ^{Oregon} CALIFORNIA)
COUNTY OF Klamath) SS

On May 26 2021, before me, MIKA NELSON BLAIN NOTARY PUBLIC, personally appeared TRICIA MARIE HILL, Managing Partner on behalf of TALLY HO FARMS, an Oregon general partnership, who 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.

I certify under PENALTY OF PERJURY under the laws of the State of ^{Oregon} ~~California~~ that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

MIKA NELSON BLAIN
Signature
(SEAL)



RABO AGRIFINANCE LLC, a Delaware limited liability company

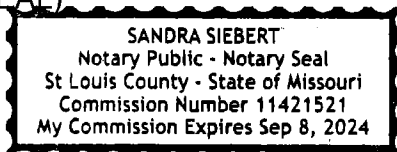
By: Rebecca Scott
Name: Rebecca Scott
Title: Vice President

STATE OF Missouri)
COUNTY OF St. Louis) SS.

Before me, the undersigned, a Notary Public, in and for said County and State, on this 26th day of May, 2021 personally appeared Rebecca Scott, to me known to be the identical persons who subscribed the name of the maker thereof to the foregoing instrument as its Vice President, and acknowledged to me that he/she executed the same as his/her free and voluntary act and deed and as the free and voluntary act and deed of such partnership, for the uses and purposes therein set forth.

Given under my hand and seal of office the day and year last above written.

(SEAL)



Sandra Siebert
Notary Public

My commission expires:

EXHIBIT A

TRACT 1:

Parcels 1 and 2 of Unsurveyed Land Partition 01-14, being a re-plat of Parcel 3 of Land Partition 06-12, situated in Sections 20, 21, 22, 26, 27, 28 and 34 in Township 38 South, Range 8 East of the Willamette Meridian, Klamath County, Oregon, recorded March 6, 2014 in Volume 2014-001902, Microfilm Records of Klamath County, Oregon.

TRACT 2:

Parcel 2 of Unsurveyed Land Partition 22-13, being a replat of Parcel 1 of Land Partition 06-12 situated in Section 6, 7, 8, 9, 16, 17 and 18, Township 38 South, Range 8 East of the Willamette Meridian, Klamath County, Oregon, recorded October 25, 2013 in Volume 2013-012035, Microfilm Records of Klamath County, Oregon.

TRACT 3:

A tract of land situated in Section 6 and 7, Township 38, Range 8 East of the Willamette Meridian, Klamath County, Oregon, being more particularly described as follows:

Beginning at a point on the Northerly boundary of State Highway 140 West 658 feet North (610 feet of Klamath County Survey 4035) of the East-West centerline of said Section 7; thence following the Caledonia-Wocus division line South $88^{\circ}04'41''$ West to the Southerly boundary of said highway which is the TRUE POINT OF BEGINNING, then continuing to follow the Caledonia-Wocus division line South $88^{\circ}04'41''$ West to a stone marked with a cross, mention as the "place of beginning" in Deed Volume 47, page 331, Deed Records of Klamath County, Oregon, located at the Easterly end of the cross-dike between the Caledonia and Wocus Tracts, which point is 2621 feet West of the section line common to Sections 7 and 8, Township 38 South, Range 8 East of the Willamette Meridian, Klamath County, Oregon; thence North 24° East 100 feet; thence North 66° West 1050 feet, more or less, to the centerline of the Caledonia Canal in the SE1/4 of the NW1/4 of Section 7, Township 38 South, Range 8 East of the Willamette Meridian, Klamath County, Oregon; thence Northerly along the centerline of said Caledonia Canal to the intersection of said centerline with the Southerly boundary of State Highway 140 West; thence Southeasterly along the Southerly boundary of said highway to the point of beginning.

TRACT 4

Parcel A:

The SE1/4 of the SE1/4 lying South of the Railroad right of way and North of the Klamath Falls-Malin State Highway 39 right of way in Section 1, Township 41 South, Range 10 East of the Willamette Meridian, Klamath County, Oregon, and being further described as follows:

That portion lying East of the following line; Beginning at the intersection point of the U.S. B. R. No. 14 Drain center line with the Northern right of way line of Klamath Falls-Malin State Highway 39, from which the corner common to Sections 1, 6, 7 and 12 bears South 30 feet and Easterly 1286.51 feet more or less; Thence Northerly on said drain center line and it's extension North, 982.99 feet more or less to the Southerly right of way of the Union Pacific (Burlington Northern) Railroad.

This description is pursuant to Klamath County Lot line Adjustment #4-11.

Parcel B:

The W1/2 SW1/4 and that portion of the SE1/4 SW1/4 lying South and West of the Southerly right-of-way line of the Main Ditch of the United States Reclamation Service, all in Section 6, Township 41 South, Range 11 East of the Willamette Meridian, Klamath County, Oregon.

Excepting therefrom that portion lying within the right of way of the Great Northern Railroad, the Klamath Falls-Malin Highway; and also excepting therefrom the Easterly 33 feet thereof, reserved in Deed recorded April 16, 1910 in Volume 29, page 39, Deed Records of Klamath County, Oregon.

TRACT 5:

Farm Unit "M", according to the Farm Unit Plat, or Government Lots 9 and 16 of Section 13, Township 41 South or Range 11 East of the Willamette Meridian, Klamath County, Oregon, and the N1/2 of Government Lots 5 and 23, and Government Lots 17 and 22 of Section 19 in Township 41 South of Range 12 East of the Willamette Meridian, Klamath County, Oregon.

TRACT 6:

INTENTIONALLY DELETED

TRACT 7:

Unsurveyed Parcel 1 of Land Partition 20-02, said Land Partition being situated in the NE1/4NW1/4 and the NW1/4NW1/4 of Section 9, Township 41 South, Range 12 East of the Willamette Meridian, and in the NE1/4NE1/4 of Section 8, Township 41 South, Range 12 East of the Willamette Meridian, Klamath County, Oregon.

TRACT 8:

Parcel 2 of Land Partition 20-02, said Land Partition being situated in the NE1/4 NW1/4 and NW1/4 NW1/4 of Section 9, Township 41 South, Range 12 East of the Willamette Meridian, Klamath County, Oregon, and in the NE1/4 NE1/4 of Section 8, Township 41 South, Range 12 East of the Willamette Meridian, Klamath County, Oregon.

TRACT 9:

Unsurveyed Parcel 1 of Land Partition 21-02, situated in the S1/2 NE1/4 and N1/2 SE 1/4 of Section 14, Township 41 South, Range 12 East of the Willamette Meridian, Klamath County, Oregon.

TRACT 10:

Parcel 2 of Land Partition 21-02, situated in the S1/2 NE1/4 and N1/2 SE1/4 of Section 14, Township 41 South, Range 12 East of the Willamette Meridian, Klamath County, Oregon.

TRACT 11:

All that portion of the SW1/4 NW1/4 and the N1/2 SW1/4 lying Southerwesterly of the USBR "D" Canal, Section 9, Township 41 South, Range 12 East of the Willamette Meridian, Klamath County, Oregon.

TRACT 12:

All that portion of the SE1/4 of the SW1/4 of Section 6, Township 41 South, Range 11 East of the Willamette Meridian, Klamath County, Oregon, lying Northerly of the U.S.R.S. Drain No. 8 and lying Southerly of the Great Northern Railway bonday.

Excepting therefrom the Easterly 33 feet thereof, reserved in Deed recorded Volumned M68, page 29, Microfilm Records of Klamath County, Oregon.

TRACT 13:

The SE1/4 SW1/4 of Section 4, Township 41 South, Range 12 East of the Willamette Meridian, Klamth County, Oregon, except a 30 foot strip for road right of way across the South side thereof.

TRACT 14

Unsurveyed Parcel 2 of Land Partition 6-12 in Sections 6, 7, 8, 9, 15, 16, 17, 18, 20, 21, 22, 26, 27, 28, 29 and 34, Townships 38 South, Range 8 East of the Willamette Meridian, Klamath County, Oregon. Replat of Parcels 1 and 2 of Minor Land Partition 55-83. Duly recorded on December 13, 2012 in Volume 2012-013857, Records of Klamath County, Oregon.