

NON-EXCLUSIVE SUBLICENSE AGREEMENT RENEWAL for 2017 (Canadian Independent Seed Grower)

BETWEEN: Potato Variety Management Institute, Inc., an Idaho nonprofit corporation (“PVMI”)
661 South Rivershore Lane, Suite 230, PO Box 1670, Eagle, ID 83616
Phone: (541)318-1485; Email: jeannedebons@msn.com

And _____ (“GROWER”)

Phone: _____; Fax: _____
Email: _____

PVMI and GROWER agree as follows:

1. Non-Exclusive Sublicense. Subject to the terms and conditions of this Agreement, PVMI grants GROWER a non-exclusive sublicense to use the Licensed Products identified below in the Territory identified below for the sole purpose of propagating the Licensed Product in the identified Territory for sale and/or internal transfer as seed (i.e., replanting for commercial production by GROWER), for the 2017 crop year through and until December 31, 2017, unless sooner terminated by PVMI in accordance with this Agreement. GROWER may not assign or sublicense any of its rights under this Agreement. A new agreement with PVMI is required for any other contracted or affiliated grower. Further, PVMI retains all of its rights, including but not limited to domestic and international Intellectual Property Rights.

1.1 Licensed Product and Territory. “Licensed Product” means any type of tissue culture plantlets or mini-tubers, pre-nuclear, nuclear, first field generations, and later generations of seed potatoes of the following variety(ies) selected from among those listed in Exhibits A and B (attached hereto) (“PVMI Varieties”), to be grown solely in the territory(ies) indicated below (the “Territory”):

| Variety | Designation | Territory (identify specific province(s), as applicable) |
|---------|-------------|---|
| | | Outside U.S. [US\$250 Annual License Fee] |
| | | [US\$1.00/cwt royalty rate - US\$2.00/cwt royalty rate for specialty varieties] |
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1.2. Annual License Fee. Upon the mutual execution of this Agreement, GROWER shall pay PVMI a single Annual License Fee as above.

1.3 Annual Royalty. GROWER also shall pay an Annual Royalty for each variety of Licensed Product at the applicable per cwt rates stated above with respect to each category of the Territory in which the seed was grown. Specialty varieties (see attached Exhibit A & B) are subject to a higher rate. The Annual Royalty must be paid on all sales of Licensed Product seed from the crop year of this Agreement, whether sold within the term of this Agreement or thereafter, and are due within thirty (30) days of each respective sale or transfer date. All Licensed Products sold or otherwise transferred by GROWER shall be presumed to have been sold as seed. If GROWER demonstrates to PVMI's satisfaction that Licensed Product seed is not being sold by GROWER as seed but instead to non-seed/commercial markets, GROWER shall also pay PVMI an Annual Royalty on 10% of the total cwt sold to non-seed/commercial markets at the applicable per cwt rates stated above with respect to each category of the Territory in which the seed was grown.

This Agreement is subject to all of the terms and conditions stated herein, including the Additional Terms and Conditions on the following pages, to which GROWER and PVMI expressly agree. GROWER acknowledges and agrees that any additional or modified terms inserted by GROWER are not part of the contract between PVMI and GROWER unless expressly agreed to by PVMI in writing.

POTATO VARIETY MANAGEMENT INSTITUTE, INC. GROWER: _____

Signature: _____ Signature: _____

Name: _____ Name: _____

Title: _____ Title: _____

Date: _____ Date: _____

EXHIBIT A
(University of Idaho Potato Varieties)

| <u>Potato Variety</u> | <u>Designation</u> | <u>PVP Filing Date</u> | <u>PVP application no. and/or certificate no.</u> | <u>Elected</u> | <u>Not Elected</u> | <u>Territory (state/country)</u> |
|-------------------------------|--------------------|------------------------|---|----------------|--------------------|----------------------------------|
| Alpine Russet | A9305-10 | 2008 | 201000084 issued | | | |
| Alturas | A82360-7 | 2002 | 200200158 issued | | | |
| Blazer Russet | A8893-1 | 2006 | 200600201 issued | | | |
| Classic Russet | A95109-1 | 2008 | 200900441 issued | | | |
| Clearwater Russet | AOA95154-1 | 2008 | 201000085 issued | | | |
| Defender | A90586-11 | 2004 | 200400140 issued | | | |
| Gem Russet | A8495-1 | 2000 | 200100010 issued | | | |
| GemStar Russet | A9014-2 | 2004 | 200400139 issued | | | |
| Highland Russet | A9045-7 | 2007 | 200700285 issued | | | |
| Huckleberry Gold ¹ | A99326-1PY | 2011 | 201200157 issued | | | |
| Ida Rose | A82705- 1R | 2000 | 200100009 issued | | | |
| Ivory Crisp | NDO1496-1 | 2002 | 200200157 issued | | | |
| Mountain Gem Russet | A03158-2TE | 2015 | 201500493 pending | | | |
| Palisade Russet | A97066-42LB | 2012 | 201200158 pending | | | |
| Payette Russet | A02507-2LB | 2015 | 201600044 pending | | | |
| Pioneer Russet | A84180-8 | 2009 | 200900291 issued | ** | | |
| Pomerelle Russet | A02062-1TE | 2014 | Pending | **Canada only | | |
| Premier Russet | A93157-6LS | 2007 | 200700286 issued | | | |
| Summit Russet | A84118-3 | 2004 | 200400138 issued | | | |
| Targhee Russet | A01010-1 | 2014 | 201500382 pending | | | |
| Teton Russet | A0008-1TE | 2011 | 201200159 issued | | | |
| Yukon Gem | NDA5507-3Y | 2007 | 200700287 issued | | | |
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EXHIBIT B
(Oregon State University Potato Varieties)

| <u>Potato Variety</u> | <u>Designation</u> | <u>PVP Filing Date</u> | <u>PVP application no. and/or certificate no.</u> | <u>Elected</u> | <u>Not Elected</u> | <u>Territory (state/country)</u> |
|-----------------------------|--------------------|------------------------|---|----------------|--------------------|----------------------------------|
| AmaRosa ¹ | POR01PG22-1 | 2011 | 201100297 pending | | | |
| Castle Russet | POR06V12-3 | 2017 | Pending | | | |
| Cheshire ¹ | POR04PG11-1 | 2016 | 201600394 pending | ** | | |
| Crimson Red | CO086107-1R | 2011 | 201100251 Issued | ** | | |
| Echo Russet | A096141-3 | 2017 | Pending | | | |
| Jester ¹ | POR03PG42-1 | 2015 | 201600395 pending | | | |
| Klamath Russet | A085165-1 | 2001 | 200100094 Issued | | | |
| Mazama | ND02686-6R | 2001 | 200100092 Issued | | | |
| Modoc | ND04300-IR | 2006 | 200600175 pending | | | |
| Owyhee Russet | AO96160-3 | 2010 | 201000297 pending | | | |
| Purple Pelisse ¹ | POR01PG16-1 | 2010 | 201000200 pending | ** | | |
| Red Sunset | AO93487-2R | 2010 | 201000319 pending | | | |
| Russet Legend | C0083008-1 | 1999 | 9900336 Issued | | | |
| Sage Russet | AO96164-1 | 2011 | 201100460 pending | | | |
| Smilin' Eyes | POR02PG26-5 | 2016 | 201700060 pending | ** | | |
| TerraRosa ¹ | POR01PG22-12 | 2015 | 201700061 pending | | | |
| Vermillion ¹ | POR03PG33 | 2016 | 201600396 pending | ** | | |
| Wallowa Russet | A087277-6 | 2002 | 200200252 Issued | | | |
| Willamette | A091812-1 | 2006 | 200600176 Issued | | | |
| Winema | ND02438-6R | 2010 | 200100093 Issued | | | |
| Yukon Nugget | POR02PG37-2 | 2012 | 201400308 pending | | | |
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** Permission to grow required by private party. Contact PVMI for more information.