

CONSENT TO SUBLICENSE

THIS CONSENT is made as of March 29, 2011, by COUNTY OF KAUAI, a political subdivision of the State of Hawaii, hereinafter called "Licensor".

I. BACKGROUND.

A. Licensor is the licensor and McBryde Sugar Company, Limited, a Hawaii corporation ("Licensee"), is the licensee under that certain unrecorded License Agreement (the "License") dated February 26, 2010, exclusively licensing the use of a 75-acre portion of Tax Map Key No. (4) 2-1-01-27 (the "Premises"), more particularly described in the License.

B. Licensee desires to sublicense the Premises to Kauai Coffee Company, LLC, a Delaware limited liability company ("Sub-licensee"), as part of a larger transaction pursuant to which Licensee is leasing to Sub-licensee certain agricultural lands that have been used by Licensee's subsidiary for cultivating and harvesting coffee (the "Sublicense").

C. Licensee requests the consent of Licensor to the Sublicense and Licensor is willing to consent to the Sublicense subject to the terms and conditions set forth herein.

II. CONSENT.

In consideration of the covenants and agreements of Licensee contained in the License and Sub-licensee contained in the Sublicense and on the part of Licensee and Sub-licensee to be faithfully kept and performed thereunder, Licensor DOES HEREBY CONSENT to the Sublicense between Licensee and Sub-licensee, SUBJECT, HOWEVER, to the following:

A. That this consent shall not authorize, nor be deemed to authorize, any further or other sublicense of the License or the Premises;

B. That nothing herein shall be deemed or construed to be a waiver or release of Licensee of any term, covenant, condition or provision contained in the License;

C. That nothing herein shall be deemed or construed to alter the primary liability of Licensee to perform and comply with all of its obligations and duties under the License; and

D. That all rights of Licensor under the License are hereby reserved.

(Execution pages follow)

IN WITNESS WHEREOF, this Consent has been executed as of the day and year first above written.

RECOMMENDED BY:

By Eugene K. Jimenez
EUGENE K. JIMENEZ
Its Housing Director

COUNTY OF KAUAI

By Bernard P. Carvalho, Jr.
BERNARD P. CARVALHO, JR.
Its Mayor

APPROVED AS TO FORM
AND LEGALITY:

James J. ...
Deputy County Attorney

ACKNOWLEDGEMENT AND AGREEMENT BY LICENSEE:

Licensee hereby acknowledges the foregoing consent of Licensor and confirms for the benefit of Licensor that Licensee remains primarily liable to perform and comply with all of its obligations and duties under the License.

MCBRYDE SUGAR COMPANY, LIMITED

By _____
Christopher J. Benjamin
Its President

ACKNOWLEDGEMENT AND AGREEMENT BY SUB-LICENSEE:

Sub-Licensee hereby acknowledges the foregoing consent of Licensor and confirms for the benefit of Licensor that Sub-Licensee shall perform and comply with all of the obligations and duties of the Licensee under the License for matters arising during the term of the Sublicense after the commencement thereof.

KAUAI COFFEE COMPANY, LLC

Name: Larry Quier
Title: Chief Financial Officer and
Chief Operating Officer –Internal Matters

Name: John E. Boyle
Title: Senior Vice President
Chief Operating Officer-External Matters