

Order # 1



State of California • Arnold Schwarzenegger, Governor
State and Consumer Services Agency
DEPARTMENT OF GENERAL SERVICES
Real Estate Services Division – Asset Management Branch

OFFER FORM

REQUEST FOR PROPOSALS FOR THE SALE OF THE ORANGE COUNTY FAIRGROUNDS (RFP No. AMB – 2009-10-07)

The undersigned buyer ("Buyer") offers to purchase the property identified in the Request for Proposal (RFP) dated October 7, 2009 and referenced as the Orange County Fairgrounds (Property) for a total purchase price of:

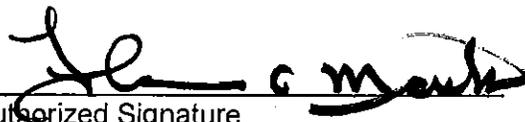
\$6,500,000.00

Spell Out Offer Price: **Six Million Five Hundred Thousand Dollars and No Cents**

Buyer has reviewed the state's Purchase and Sales Agreement and Preliminary Title Report referenced in RFP or subsequent addendums to the RFP. Buyer will accept title subject to the exceptions listed in the Preliminary Title Report, and Buyer agrees to execute the Purchase and Sales Agreement substantially in the form provided.

Along with this offer to purchase, Buyer has submitted a bid deposit in the form of a Cashier's Check/Money Order in the amount of \$50,000.00 (Fifty Thousand Dollars and No/100) payable to the "State of California". If Buyer's offer is accepted by DGS and DGS executes the Purchase and Sales Agreement with the Buyer, Buyer will increase this deposit to an amount equal to the greater of \$50,000 or one percent (1%) of the offered purchase price plus any increase to the offered purchase price as allowed under the auction format prescribed in the RFP and subsequent addendums to the RFP.

Buyer acknowledges that State reserves the right to reject any and all offers to purchase the Property.



Authorized Signature

Thomas G. Mauk
CEO, County of Orange, California

January 4, 2010
Date

Bolder # 2



State of California • Arnold Schwarzenegger, Governor
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Real Estate Services Division – Asset Management Branch

OFFER FORM

REQUEST FOR PROPOSALS FOR
THE SALE OF THE ORANGE COUNTY FAIRGROUNDS
(RFP No. AMB – 2009-10-07)

The undersigned buyer ("Buyer") offers to purchase the property identified in the Request for Proposal (RFP) dated October 7, 2009 and referenced as the Orange County Fairgrounds (Property) for a total purchase price of:

\$ 17,000,000.00

Seventeen Million Dollars + 00/100
Spell Out Offer Price:

Buyer has reviewed the state's Purchase and Sales Agreement and Preliminary Title Report referenced in RFP or subsequent addendums to the RFP. Buyer will accept title subject to the exceptions listed in the Preliminary Title Report, and Buyer agrees to execute the Purchase and Sales Agreement substantially in the form provided.

Along with this offer to purchase, Buyer has submitted a bid deposit in the form of a Cashiers Check/Money Order in the amount of \$50,000.00 (Fifty Thousand Dollars and No/100) payable to the "State of California". If Buyer's offer is accepted by DGS and DGS executes the Purchase and Sales Agreement with the Buyer, Buyer will increase this deposit to an amount equal to the greater of \$50,000 or one percent (1%) of the offered purchase price plus any increase to the offered purchase price as allowed under the auction format prescribed in the RFP and subsequent addendums to the RFP.

Buyer acknowledges that State reserves the right to reject any and all offers to purchase the Property.

[Handwritten Signature]
Authorized Signature

1-6-10
Date

Bidder # 3



State of California • Arnold Schwarzenegger, Governor
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OFFER FORM

REQUEST FOR PROPOSALS FOR
THE SALE OF THE ORANGE COUNTY FAIRGROUNDS
(RFP No. AMB – 2009-10-07)

The undersigned buyer ("Buyer") offers to purchase the property identified in the Request for Proposal (RFP) dated October 7, 2009 and referenced as the Orange County Fairgrounds (Property) for a total purchase price of:

\$ 1,000.00 (Cashier's check enclosed)

One Thousand and no/100ths Dollars (Cashier's check enclosed)

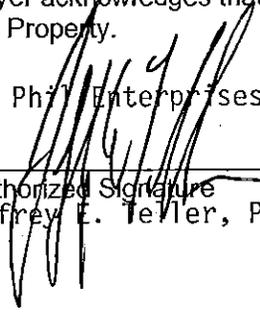
Spell Out Offer Price:

Buyer has reviewed the state's Purchase and Sales Agreement and Preliminary Title Report referenced in RFP or subsequent addendums to the RFP. Buyer will accept title subject to the exceptions listed in the Preliminary Title Report, and Buyer agrees to execute the Purchase and Sales Agreement substantially in the form provided.

Along with this offer to purchase, Buyer has submitted a bid deposit in the form of a Cashiers Check/Money Order in the amount of \$50,000.00 (Fifty Thousand Dollars and No/100) payable to the "State of California". If Buyer's offer is accepted by DGS and DGS executes the Purchase and Sales Agreement with the Buyer, Buyer will increase this deposit to an amount equal to the greater of \$50,000 or one percent (1%) of the offered purchase price plus any increase to the offered purchase price as allowed under the auction format prescribed in the RFP and subsequent addendums to the RFP.

Buyer acknowledges that State reserves the right to reject any and all offers to purchase the Property.

Tel Phil Enterprises, Inc.

By 
Authorized Signature
Jeffrey E. Teller, President

January 8, 2010
Date

Bidder # 4



State of California • Arnold Schwarzenegger, Governor
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Real Estate Services Division – Asset Management Branch

OFFER FORM

REQUEST FOR PROPOSALS FOR THE SALE OF THE ORANGE COUNTY FAIRGROUNDS (RFP No. AMB – 2009-10-07)

The undersigned buyer ("Buyer") offers to purchase the property identified in the Request for Proposal (RFP) dated October 7, 2009 and referenced as the Orange County Fairgrounds (Property) for a total purchase price of:

\$ 55,000,000.00

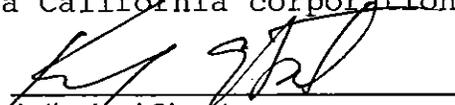
FIFTY-FIVE MILLION and NO/100 DOLLARS

Spell Out Offer Price:

Buyer has reviewed the state's Purchase and Sales Agreement and Preliminary Title Report referenced in RFP or subsequent addendums to the RFP. Buyer will accept title subject to the exceptions listed in the Preliminary Title Report, and Buyer agrees to execute the Purchase and Sales Agreement substantially in the form provided.

Along with this offer to purchase, Buyer has submitted a bid deposit in the form of a Cashiers Check/Money Order in the amount of \$50,000.00 (Fifty Thousand Dollars and No/100) payable to the "State of California". If Buyer's offer is accepted by DGS and DGS executes the Purchase and Sales Agreement with the Buyer, Buyer will increase this deposit to an amount equal to the greater of \$50,000 or one percent (1%) of the offered purchase price plus any increase to the offered purchase price as allowed under the auction format prescribed in the RFP and subsequent addendums to the RFP.

Buyer acknowledges that State reserves the right to reject any and all offers to purchase the Property.
Facilities Management West, Inc.,
a California corporation



Authorized Signature
Kenneth E. Fait, CEO

January 7, 2010
Date

Bolter # 5



State of California • Arnold Schwarzenegger, Governor
State and Consumer Services Agency
DEPARTMENT OF GENERAL SERVICES
Real Estate Services Division – Asset Management Branch

OFFER FORM

REQUEST FOR PROPOSALS FOR
THE SALE OF THE ORANGE COUNTY FAIRGROUNDS
(RFP No. AMB – 2009-10-07)

The undersigned buyer ("Buyer") offers to purchase the property identified in the Request for Proposal (RFP) dated October 7, 2009 and referenced as the Orange County Fairgrounds (Property) for a total purchase price of:

\$ 20,000,000

Twenty million dollars
Spell Out Offer Price:

Buyer has reviewed the state's Purchase and Sales Agreement and Preliminary Title Report referenced in RFP or subsequent addendums to the RFP. Buyer will accept title subject to the exceptions listed in the Preliminary Title Report, and Buyer agrees to execute the Purchase and Sales Agreement substantially in the form provided.

Along with this offer to purchase, Buyer has submitted a bid deposit in the form of a Cashiers Check/Money Order in the amount of \$50,000.00 (Fifty Thousand Dollars and No/100) payable to the "State of California". If Buyer's offer is accepted by DGS and DGS executes the Purchase and Sales Agreement with the Buyer, Buyer will increase this deposit to an amount equal to the greater of \$50,000 or one percent (1%) of the offered purchase price plus any increase to the offered purchase price as allowed under the auction format prescribed in the RFP and subsequent addendums to the RFP.

Buyer acknowledges that State reserves the right to reject any and all offers to purchase the Property.



Authorized Signature

1/7/2010
Date

Bidd # 6



State of California • Arnold Schwarzenegger, Governor
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Real Estate Services Division – Asset Management Branch

OFFER FORM

REQUEST FOR PROPOSALS FOR
THE SALE OF THE ORANGE COUNTY FAIRGROUNDS
(RFP No. AMB – 2009-10-07)

The undersigned buyer ("Buyer") offers to purchase the property identified in the Request for Proposal (RFP) dated October 7, 2009 and referenced as the Orange County Fairgrounds (Property) for a total purchase price of:

\$42,500,000.⁰⁰/_{xx}

u

Forty-Two Million, Five Hundred Thousand Dollars and ⁰⁰/_{xx}.
Spell Out Offer Price:

Buyer has reviewed the state's Purchase and Sales Agreement and Preliminary Title Report referenced in RFP or subsequent addendums to the RFP. Buyer will accept title subject to the exceptions listed in the Preliminary Title Report, and Buyer agrees to execute the Purchase and Sales Agreement substantially in the form provided.

Along with this offer to purchase, Buyer has submitted a bid deposit in the form of a Cashiers Check/Money Order in the amount of \$50,000.00 (Fifty Thousand Dollars and No/100) payable to the "State of California". If Buyer's offer is accepted by DGS and DGS executes the Purchase and Sales Agreement with the Buyer, Buyer will increase this deposit to an amount equal to the greater of \$50,000 or one percent (1%) of the offered purchase price plus any increase to the offered purchase price as allowed under the auction format prescribed in the RFP and subsequent addendums to the RFP.

Buyer acknowledges that State reserves the right to reject any and all offers to purchase the Property.

Steve L. Craig
Authorized Signature

Craig Realty Group

January 7, 2010
Date

Bidder #7



State of California • Arnold Schwarzenegger, Governor
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DEPARTMENT OF GENERAL SERVICES
Real Estate Services Division – Asset Management Branch

OFFER FORM

REQUEST FOR PROPOSALS FOR THE SALE OF THE ORANGE COUNTY FAIRGROUNDS (RFP No. AMB – 2009-10-07)

The undersigned buyer ("Buyer") offers to purchase the property identified in the Request for Proposal (RFP) dated October 7, 2009 and referenced as the Orange County Fairgrounds (Property) for a total purchase price of:

\$ 2,000,000.00

TWO MILLION DOLLARS
Spell Out Offer Price:

Buyer has reviewed the state's Purchase and Sales Agreement and Preliminary Title Report referenced in RFP or subsequent addendums to the RFP. Buyer will accept title subject to the exceptions listed in the Preliminary Title Report, and Buyer agrees to execute the Purchase and Sales Agreement substantially in the form provided.

Along with this offer to purchase, Buyer has submitted a bid deposit in the form of a Cashiers Check/Money Order in the amount of \$50,000.00 (Fifty Thousand Dollars and No/100) payable to the "State of California". If Buyer's offer is accepted by DGS and DGS executes the Purchase and Sales Agreement with the Buyer, Buyer will increase this deposit to an amount equal to the greater of \$50,000 or one percent (1%) of the offered purchase price plus any increase to the offered purchase price as allowed under the auction format prescribed in the RFP and subsequent addendums to the RFP.

Buyer acknowledges that State reserves the right to reject any and all offers to purchase the Property.

Alford
Authorized Signature

1-7-10
Date