

EXHIBIT A
SEALED BID FORM
and
OFFER TO PURCHASE
River Oaks Farmland and Dairy Facility
Fresno, California

The undersigned (Offeror) hereby offers to purchase the right, title and interest in land located in the County of Fresno and described as:

663.66± prime farmland 3 miles west of Laton, CA at Mt. Whitney Avenue and Maple Avenue including a fully improved modern dairy facility. APN's 057-050-93, 94 & 95 and 055-091-59S.

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN FRESNO COUNTY, STATE OF CALIFORNIA, AND IS DESCRIBED AS FOLLOWS: Attached Exhibit (D) Preliminary Title Report.

Seller's reserve 50% of existing mineral, oil and gas rights.

Check Bid Box	Real Property	Bid
<input type="checkbox"/>	Farmland – 663.66± acres	

The deposit shall be made out to Pearson Realty Trust account and will be held uncashed until the winning bid is announced. All unsuccessful bidders' checks will be held uncashed and returned within 3 days. Successful Offeror's deposit will be delivered to Chicago Title Company Visalia, with a signed purchase contract for the completion of this purchase by July 8th, 2011. A contract will be completed for Offeror's signature immediately after auction. Upon signing of contract a deposit of \$500,000 will be deposited in escrow and will become non-refundable but applicable to the sales price.

In order to qualify as a bidder, a deposit of \$500,000 must be submitted with this bid in the form of U.S. legal tender, Cashier's check, or bank draft.

Offeree will consider all sealed bids and will determine the final accepted bid in its sole and absolute discretion. During the live overbid auction, Auctioneer will announce all bids and ask for overbids from all qualified bidders.

Seller reserves the right to reject any bid lower than the suggested minimum. Any qualified bid at or above the suggested minimum will automatically go to overbid.

The property shall be conveyed by Grant Deed Offeror will provide escrow holder with legal vesting within three (3) days of opening of escrow. Escrow and the recorded transfer of the property will occur no later than July 8th, 2011.

If the Offeror is an entity other than a natural person, ie. a partnership, corporation, limited liability company or trust, the person signing this bid warrants and represents he or she is authorized to execute this bid on behalf of the Offeror and will provide escrow officer with legally valid authorizations.

This offer shall be irrevocable until 4:00PM local time on July 8th, 2011. If the offer is accepted by the Offeree but the Offeror fails to perform the contract, the final bid deposit of \$500,000 shall

be forfeited by the Offeror as liquidated damages since it would be impractical and extremely difficult to fix the Offeree's damages.

Condition of "As Is" Property Offeror acknowledges that except for the expressed warranties and representations contained in the agreement and the Grant Deed, Offeror is not relying on any oral, implied, or other representation statements or warranties by Offeree, Pearson Realty, or its salesmen. All previous written, oral, implied or other statements, representations, warranties or agreements, if any, will be merged into the Grant Deed unless expressly stated to the contrary.

Other than specifically disclosed herein Offeree has not made, does not make and expressly disclaims any warranties, representations, covenants or guarantees expressed or implied or arising by operation of law as to the merchantability, habitability, quantity, quality or environmental conditions of the property or its suitability and fitness for any Offeror's particular purpose or use.

Upon conveyance of the property Offeror affirms that it has:

1. Investigated and inspected the property to its satisfaction and is familiar and satisfied with the condition and location of the property and has made its own determination as to its suitability and use.
2. Offeror hereby accepts the property in the present condition and location on an "As Is, Where Is", basis.
3. Offeror further acknowledges that the provisions of the sale have been fully explained to the Offeror and that the Offeror fully understands and accepts the same.

Notification of Offeree acceptance Winning bidder will be notified by the auction company at auction site but no later than the next day following the auction date if bidder is not present. Upon notification a purchase contract in the form of Exhibit (E) will be prepared and signed immediately upon acceptance at auction. Escrow will then immediately be opened, the \$500,000 deposit deposited upon opening of escrow and transfer completed on July 8th, 2011.

Transferring and Escrow An Escrow Account has been established with Chicago Title Company in Visalia, California and contracted to complete the transfer of this property. A copy of the Preliminary Title Report prepared by Chicago Title Company and other information has been made available to the Offeror for complete examination. Offeree will be responsible for customary charges associated with the transfer of this property including title insurance, County documentary transfer tax, ½ escrow fees, Natural Hazard Disclosure Statement, and Auction Company fees. Offeror shall be responsible for all other customary closing costs.

The Offeror has read and agrees to the foregoing sealed bid auction agreement and by affixing the signature on this form accepts the responsibilities and duties of this agreement.

Buyer Affirmation Upon submission of sealed bid form Buyer affirms that it has:

1. Investigated and inspected the property to its satisfaction and is familiar with the condition and location of the property and has made its own determination as to the merchant ability, quantity, and quality condition of the property including the presence or absence of toxic or hazardous substances.
2. Acknowledged that the property is suitable for Buyer's particular use. Buyer hereby accepts the property in its present condition on an "As Is, Where Is" basis, and acknowledges the existing condition and location of the property and therefore Seller shall be under no obligation whatsoever to undertake any repairs or alterations with respect to any portion of the property.

Bid Deadline and Auction Location Signed bid form and \$500,000 deposit must be in a sealed envelope and delivered to Pearson Realty, Visalia Office, 3447 South Demaree, Visalia, California 93277, Attn: Jim Olivas before 1:30PM Pacific Standard Time, Thursday, June 30th, 2011.

Name of Offeror: _____ **(Please Print)**

By: _____ (Signature)

Address: _____

Phone: _____

Fax: _____

Email: _____

Acceptance

The foregoing offer is hereby accepted by the owner this _____ day of _____ 2011.

Alves Trust

By: _____
Authorized Signature
Richard M. Alves and Mary Alves, Co-Trustees
Of the Richard M. and Mary Alves Revocable
Family Trust dated January 24, 2005

Areias Trust

By: _____
Authorized Signature
John L. Areias, JR and Patricia Areias,
Co-Trustees of the John L. and Patricia
Areias Revocable Family Trust dated
January 19, 2005

Alves Trustees

By: _____
Authorized Signature Date

Areias Trustees

By: _____
Authorized Signature Date