

THE ECONOMIC DEVELOPMENT CORPORATION
OF THE COUNTY OF OAKLAND
Oakland County, Michigan

Exhibit Enterprises, Inc. Project

PROJECT PLAN

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Other

PROJECT PLAN

SUMMARY DESCRIPTION OF Exhibit Enterprises, Inc. Project

OWNER OF PROJECT: Exhibit Enterprises, Inc., a Michigan corporation, and/or
DMG Productions, L.L.C., a Michigan limited liability company
(Collectively or individually, the "Borrower")

CONTACT PERSON: Willow Korpela Tel.# 313-429-1206
10800 Ford Road
Dearborn, MI 48000

LOCATION OF PROJECT: City of Rochester Hills

PROJECT AREA/DISTRICT AREA: See Exhibit A

NATURE OF PROJECT: The project consists of the acquisition of land, the acquisition and rehabilitation of an approximately 128,000 s.f. manufacturing facility located on the property, the construction of an approximately 16,000 s.f. addition to the manufacturing facility, land improvements, and the acquisition and installation of machinery and equipment. The Borrower will also be acquiring a second approximately 60,000 s.f. engineering facility located on the property, however, this facility will not be a part of the Bond financed Project.

EMPLOYMENT CREATED OR RETAINED: Approximately 35 new jobs will be created and approximately 150 existing jobs will be retained.

TOTAL PROJECT COST: Approx. \$8,800,000

BONDS TO BE ISSUED: \$8,500,000

LETTER OF CREDIT ISSUER OR BOND PURCHASER: Comerica Bank


PROJECT PLAN CERTIFICATION

THIS PROJECT PLAN WAS PREPARED FOR THE ECONOMIC DEVELOPMENT CORPORATION OF THE COUNTY OF OAKLAND IN ACCORDANCE WITH THE REQUIREMENTS OF THE ECONOMIC DEVELOPMENT CORPORATIONS ACT, ACT NO. 338 OF THE MICHIGAN PUBLIC ACTS OF 1974, AS AMENDED.


THE UNDERSIGNED HAS PROVIDED ALL OF THE INFORMATION CONTAINED HEREIN AND HEREBY CERTIFIES AS TO THE ACCURACY AND VALIDITY OF SUCH INFORMATION AS OF THIS DATE.

THE UNDERSIGNED UNDERSTANDS THAT THIS PROJECT PLAN IS STATUTORILY REQUIRED AND, IF IT CONTAINS ANY MATERIAL MISREPRESENTATION OR INACCURACY, COULD RESULT IN THE INVALIDATION OF THE ECONOMIC DEVELOPMENT CORPORATION PROCEEDINGS REGARDING THE PROJECT TO WHICH THE PROJECT PLAN PERTAINS.

Exhibit Enterprises, Inc.

By: 
Its: Chairman of the Board

DMG Productions, L.L.C.

By: 
Its: Manager

Dated: 4/12/04

PROJECT PLAN
STATUTORILY REQUIRED INFORMATION REGARDING
Exhibit Enterprises, Inc. Project

I. THE LOCATION AND EXTENT OF EXISTING STREETS AND OTHER PUBLIC FACILITIES WITHIN THE PROJECT DISTRICT AREA; THE LOCATION, CHARACTER, AND EXTENT OF THE CATEGORIES OF PUBLIC AND PRIVATE LAND USES NOW EXISTING AND PROPOSED FOR THE PROJECT AREA, INCLUDING RESIDENTIAL, RECREATIONAL, COMMERCIAL, INDUSTRIAL, EDUCATIONAL, AND OTHER USES; AND A LEGAL DESCRIPTION OF THE PROJECT AREA:

The Project site that is a part of the Project Plan is comprised of an existing 128,000 s.f. manufacturing facility and an existing 60,000 s.f. engineering building situated on 26.4 acres located on the West side of Livernois Road approximately 1/3 mile South of E. Avon Road. The facility is located directly off of Livernois Road and the location is surrounded to the North and South by light industrial/commercial buildings, and to the East (across Livernois Road) by heavy industrial buildings.

Legal description of Project Area attached as Exhibit A.

II. A DESCRIPTION OF EXISTING IMPROVEMENTS IN THE PROJECT AREA TO BE DEMOLISHED, REPAIRED, OR ALTERED; A DESCRIPTION OF REPAIRS AND ALTERATIONS; AND AN ESTIMATE OF THE TIME REQUIRED FOR COMPLETION:

The Borrower intends to alter the 128,000 s.f. existing manufacturing facility through the construction of an approximately 16,000 s.f. addition. It is anticipated that the addition will be completed within a one year time frame from the date of acquisition of the Project.

III. THE LOCATION, EXTENT, CHARACTER, AND ESTIMATED COST OF THE IMPROVEMENTS, INCLUDING REHABILITATION CONTEMPLATED FOR THE PROJECT AREA, AND AN ESTIMATE OF THE TIME REQUIRED FOR COMPLETION:

The Borrower intends to make significant renovations to the facility over the next 2 years which include raising the ceiling height, rehabilitating the roof, renovating the electrical and plumbing systems, and performing various interior and exterior renovations. These renovations are estimated to cost approx. \$2,000,000. All renovations are expected to be completed within a 2 year time frame from the date of issuance of the Bonds.

IV. A DESCRIPTION OF THE CONSTRUCTION OR STAGES OF CONSTRUCTION PLANNED, AND THE ESTIMATED TIME OF COMPLETION OF EACH STAGE:

We anticipate building renovation to commence in June 2004, with building renovations expected to be completed by May 2006. We anticipate the building expansion to commence in the summer of 2004 with completion expected by year-end 2004. New Machinery and equipment will start to be acquired and installed soon after purchase of the facility in April 2004 and machinery and equipment purchases are expected to be staged in over the next 24 to 36 months.

V. A DESCRIPTION OF THE PARTS OF THE PROJECT AREA TO BE LEFT AS OPEN SPACE AND THE USE CONTEMPLATED FOR THE SPACE:

Green areas, less ingress and egress to the road and areas set aside for a parking lot, will be left as open space. The site plan has been designed for potential future expansion on the South side of the facility.

VI. A DESCRIPTION OF PORTIONS OF THE PROJECT AREA WHICH THE ECONOMIC DEVELOPMENT CORPORATION OR THE COMPANY DESIRES TO SELL, DONATE, EXCHANGE OR LEASE TO OR FROM THE MUNICIPALITY AND THE PROPOSED TERMS:

Not Applicable

VII. A DESCRIPTION OF DESIRED ZONING CHANGES AND CHANGES IN STREET, STREET LEVELS, INTERSECTIONS AND UTILITIES:

Not applicable

VIII. A DESCRIPTION OF THE PROPOSED METHOD OF FINANCING THE PROJECT, INCLUDING ATTACHMENT OF A COPY OF THE LETTER OF CREDIT OR BOND PURCHASER'S COMMITMENT LETTER:

The project is anticipated to be financed with tax-exempt bonds through the Economic Development Corporation of the County of Oakland secured by a Comerica Bank direct pay letter of credit and with other monies available to the Company.

Copy of Letter of Credit commitment attached as Exhibit B.

IX. A STATEMENT REGARDING THE PAYMENT OF PREVAILING WAGE AND FRINGE BENEFIT RATES AS DETERMINED PURSUANT TO ACT NO. 166 OF THE MICHIGAN PUBLIC ACTS OF 1965, AS AMENDED (REGARDING WAGES ON STATE CONTRACTS):

See Exhibit D

X. A LIST OF PERSONS WHO WILL MANAGE OR BE ASSOCIATED WITH THE MANAGEMENT OF THE PROJECT FOR A PERIOD OF NOT LESS THAN 1 (ONE) YEAR FROM THE DATE OF APPROVAL OF THE PROJECT PLAN:

David M. Gentile - Chairman
Derek M. Gentile - President
Willow Korpela - Chief Financial Officer

XI. DESIGNATION OF THE PERSON OR PERSONS, NATURAL OR CORPORATE, TO WHOM THE PROJECT IS TO BE LEASED, SOLD OR CONVEYED AND FOR WHOSE BENEFIT THE PROJECT IS BEING UNDERTAKEN, TO THE EXTENT THAT INFORMATION IS PRESENTLY AVAILABLE:

The land, land improvements and machinery and equipment, furniture and fixtures portion of the Project will be owned by Exhibit Enterprises, Inc. The manufacturing building, building addition, and building renovation portion of the Project will be owned by DMG Productions, L.L.C. which will lease such assets to Exhibit Enterprises, Inc. Exhibit Enterprises, Inc. will utilize the entire bond financed Project in its manufacturing operations.

It is currently anticipated that DMG Productions will initially own the 60,000 s.f. engineering building (which is not a part of the bond financing), but will transfer such ownership to Exhibit Enterprises post closing.

The project is currently being undertaken for the benefit of Exhibit Enterprises, Inc. and its shareholders as well as for the members of DMG Productions, LLC.

XII. IF THERE IS NOT AN EXPRESS OR IMPLIED AGREEMENT WITH A PERSON OR PERSONS, NATURAL OR CORPORATE, THAT THE PROJECT WILL BE LEASED, SOLD, OR CONVEYED TO THOSE PERSONS, THE PROCEDURES FOR BIDDING FOR THE LEASING, PURCHASING OR CONVEYING OF THE PROJECT UPON ITS COMPLETION:

Not Applicable

XIII. ESTIMATES OF THE NUMBER OF PERSONS RESIDING IN THE PROJECT AREA AND THE NUMBER OF FAMILIES AND INDIVIDUALS TO BE DISPLACED. IF OCCUPIED RESIDENCES ARE DESIGNATED FOR ACQUISITION AND CLEARANCE, INCLUDE A SURVEY OF THE FAMILIES AND INDIVIDUALS TO BE DISPLACED, INCLUDING THEIR INCOME AND RACIAL COMPOSITION, A STATISTICAL DESCRIPTION OF THE HOUSING SUPPLY IN THE COMMUNITY, INCLUDING THE NUMBER OF PRIVATE AND PUBLIC UNITS IN EXISTENCE OR UNDER CONSTRUCTION, THE CONDITION OF THOSE IN EXISTENCE, THE NUMBER OF OWNER-OCCUPIED AND RENTER-OCCUPIED UNITS, THE ANNUAL RATE OF TURNOVER OF THE VARIOUS TYPES OF HOUSING AND THE RANGE OF RENTS AND SALE PRICES, AN ESTIMATE OF THE TOTAL DEMAND FOR HOUSING IN THE COMMUNITY, AND THE ESTIMATED CAPACITY OF PRIVATE AND PUBLIC HOUSING AVAILABLE TO DISPLACED FAMILIES AND INDIVIDUALS:

Not Applicable

XIV. A PLAN FOR ESTABLISHING PRIORITY FOR THE RELOCATION OF PERSONS DISPLACED BY THE PROJECT IN NEW HOUSING IN THE PROJECT AREA:

Not Applicable

XV. PROVISION FOR THE COSTS OF RELOCATING PERSONS DISPLACED BY THE PROJECT AND FINANCIAL ASSISTANCE AND REIMBURSEMENT OF EXPENSES, INCLUDING LITIGATION EXPENSES AND EXPENSES INCIDENT TO THE TRANSFER OF TITLE, IN ACCORDANCE WITH THE STANDARDS AND PROVISIONS OF THE FEDERAL UNIFORM RELOCATION ASSISTANCE AND REAL PROPERTY ACQUISITION POLICIES ACT OF 1970, 42 U.S.C. 4601 TO 4655:

Not Applicable

XVI. A PLAN FOR COMPLIANCE WITH ACT NO. 227 OF THE MICHIGAN PUBLIC ACTS OF 1972, WHICH PERTAINS TO PROVIDING FINANCIAL ASSISTANCE, ADVISORY SERVICES AND REIMBURSEMENT OF CERTAIN EXPENSES TO DISPLACED PERSONS:

Not Applicable

XVII. OTHER MATERIAL AS THE ECONOMIC DEVELOPMENT CORPORATION, LOCAL PUBLIC AGENCY, OR GOVERNING BODY CONSIDERS PERTINENT:

Not Applicable

Exhibit A

PROJECT AREA LEGAL DESCRIPTION

STONE, BIBER & O'TOOLE, P.L.L.C.

2701 Troy Center Drive Suite 400

Troy, Michigan 48084

(248) 362-2030

(248) 362-5568 (fax)

FACSIMILE COVER SHEET

Date: April 9, 2004

Page 1 of 6

To: James W. S. Hilmer

Fax No.: (313) 496-9001

From: Sarah A. Clarkson, Esq.

Re: EEI/DMG Rochester Hills Property Descriptions

Attached are the following: (1) Tax description of Parent Parcel, (2) Certificate of Survey and survey description for Parent Parcel, (3) Certificate of Survey for Parcels "A" and "B" (representing how the Parent Parcel is to be split) with survey description of Parcel A. Note that Parcel A is the actual parcel being purchased (the "Project Area"). However when we applied for the inducement, Ms. Langhauser suggested using the Parent Parcel description as it more closely tracked the tax description of the parcel and I understand she provided both the tax description and the survey description with the inducement application. The Seller is pursuing a lot split of Parcels A and B now. Please call if questions.

**CONFIDENTIAL AND PRIVILEGED
ATTORNEY WORK PRODUCT
ATTORNEY - CLIENT COMMUNICATION**

The information contained in this facsimile message, and in any accompanying documents, constitutes confidential information which is the property of Stone, Biber & O'Toole, P.L.L.C. This information is intended only for the use of the individual or entity to which it is addressed and may contain information that is privileged, confidential and exempt from disclosure under applicable laws. If the reader of this message is not the intended recipient, or the employee or agent responsible for delivering the message to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone and return the original message to us at the above address via the United States Postal Service. Thank you.

GENERAL INFORMATION**Site Address**

1400 S LIVERNOIS ROCHESTER HILLS, MI 48307-3362

Postal Address>

EATON CENTER CLEVELAND, OH, 44114-0

Parcel ID

1521276010

Owners

LECTRON PRODUCTS

Municipality

CITY OF ROCHESTER HILLS

ASSESSMENT INFORMATION**Assessed Value**

6190660

Taxable Value

5625350

Use

INDUSTRIAL IMPROVED

School District

ROCHESTER COMMUNITY SCHOOLS

Neighborhood Code**Date Added**

12/8/1987

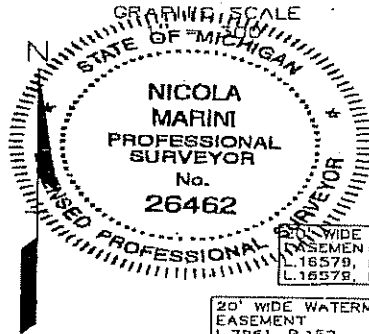
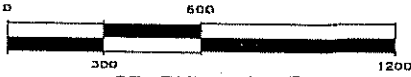
Property Description

T3N, R11E, SEC 21 PART OF E 1/2 OF SEC BEG AT E 1/4 COR, TH S 00-06-30 W 59.90 FT, TH N 82-21-00 W 1845.28 FT TO ELY R/W LINE OF GTWRR, TH N 42-27-00 E 2352.28 FT, TH S 81-58-00 E 246.54 FT, TH S 00-06-30 W 1886.28 FT TO BEG EXC E 60 FT OF N 956.49 FT TAKEN FOR LIVERNOIS RD, ALSO EXC THAT PART BEG AT E 1/4 COR, TH S 02-36-35 E 59.90 FT, TH N 84-53-32 W 1423.74 FT TO NE COR OF LOT 14 OF 'ROCHESTER INDUSTRIAL PARK SUBDIVISION', TH N 01-49-58 E 70.11 FT, TH S 84-53-32 E 206.16 FT, TH N 54-34-50 E 542.73 FT, TH ALG CURVE TO RIGHT, RAD 70 FT, CHORD BEARS S 80-25-18 E 98.99 FT, DIST OF 109.95 FT, TH S 84-53-32 E 109.96 FT, TH ALG CURVE TO RIGHT, RAD 70 FT, CHORD BEARS N 80-06-25 E 135.22 FT, DIST OF 183.22 FT, TH ALG CURVE TO LEFT, RAD 70 FT, CHORD BEARS S 54-53-32 E 70.00 FT, DIST OF 73.30 FT, TH S 84-53-32 E 353.90 FT, TH S 02-27-24 E 358.71 FT TO BEG 34.67 A11/13/87 FR 009

**CERTIFICATE OF SURVEY
PARENT PARCEL**

NOTE: THE BASE OF BEARINGS IS THE EAST SECTION LINE

(S 81°58'00" E 246.54' R)
(S 84°31'34" E 245.98' M)



N.E. CORNER
SECTION 21
T.3N., R.11E.
(L.14992, P.082)

10' EASEMENT
TO OAKLAND
COUNTY
L.5483, P.35

DETROIT
EDISON
EASEMENT
L.7123, P.461

IRON
0.53 NORTH
0.52 WEST

ROAD
EXCEPTION

20' WIDE WATERMAIN
EASEMENT
L.16579, P.128

20' WIDE WATERMAIN
EASEMENT
L.18579, P.144
L.16579, P.185

20' WIDE WATERMAIN
EASEMENT
L.7961, P.152
L.7965, P.795

PARCEL 1

ID No. 15-21-276-010

N 84°53'32" W
109.96'
L = 109.96'
R = 70.00'
DELTA = 90°00'00"
CH BEARING =
N 80°25'11" W
98.99'

L = 183.26'
R = 70.00'
DELTA = 150°00'00"
CH BEARING =
S 80°06'30" W
135.23'

1527.57'
S 02°27'24" E
3172.16'
N 02°27'25" W
LIVERNOS ROAD
(VARIABLE R.O.W.)

EASEMENT FOR RAILROAD
SPUR PURPOSES AND FOR
INSTALLATION OF UTILITIES
L.5818, P.145

N 39°54'28" E 2351.31'

S 54°34'50" W
542.73'

80' WIDE DETROIT
EDISON EASEMENT
NO RECORD

INGRESS/EGRESS
EASEMENT
L.10117, P.130

25' WIDE INGRESS/EGRESS
EASEMENT
L.8711, P.609

INGRESS/EGRESS
EASEMENT
L.10117, P.130

S 01°49'58" W
70.11'

IRON
0.70 WEST 420.50'

N 84°53'32" W
206.16'

L = 73.30'
R = 70.00'
DELTA = 60°00'00"
CH BEARING =
N 54°53'32" W
70.00'

ROCHESTER INDUSTRIAL DRIVE
"ROCHESTER INDUSTRIAL PARK SUB"
L. 178, P. 11 & 12

EXCEPTION

P.O.B.

EAST 1/4 CORNER
SECTION 21
T.3N., R.11E.
(L.14992, P.083)

LEGEND

- ⊗ IRON SET
- IRON FOUND
- SPRINKLER @ PROPERTY CORNER

I, NICOLA MARINI, a Registered Land Surveyor in the State of Michigan, certify that I have surveyed the parcel(s) of land hereon described; that there are no encroachments, except as shown; that the field error of closure is 1 part in 1,70,000; and that I have complied with the survey requirements of Public Act 132 of 1970, as amended. The seller of this property is required to record this instrument at the time of sale.

Nicola Marini
NICOLA MARINI R.L.S. 26462
AGENT FOR PEA, INC.

PROFESSIONAL
ENGINEERING
ASSOCIATES

CLIENT: ROTH & ASSOCIATES 554 EAST MAPLE S-200 TROY, MICHIGAN 48083	SCALE: 1"= 300'	JOB No: 2004-024	2430 Rochester Ct. Suite 100 Troy, MI 48083-1872 (248) 689-9090
	DATE: 02-27-04	DWG. No: 1 of 4	

**LEGAL DESCRIPTION
PARENT PARCEL**

A PART OF THE NORTHEAST 1/4 OF SECTION 21, T-3-N, R-11-E., CITY OF ROCHESTER HILLS, OAKLAND COUNTY, MICHIGAN, MORE PARTICULARLY DESCRIBED AS: COMMENCING AT THE EAST 1/4 CORNER OF SAID SECTION 21; THENCE N 02°27'24" W, 358.71 FEET ALONG THE EAST LINE OF SECTION 21 (LIVERNOIS ROAD), TO THE POINT OF BEGINNING; THENCE N 84°53'32" W, 353.90 FEET; THENCE ALONG A CURVE TO THE RIGHT 73.30 FEET, SAID CURVE HAVING A RADIUS OF 70.00 FEET, CENTRAL ANGLE OF 60°00'00" AND A LONG CHORD BEARING OF N 54°53'32" W, 70.00 FEET; THENCE ALONG A CURVE TO THE LEFT 183.26 FEET, SAID CURVE HAVING A RADIUS OF 70.00 FEET, CENTRAL ANGLE OF 150°00'00" AND A LONG CHORD BEARING OF S 80°06'30" W, 135.23 FEET; THENCE N 84°53'32" W, 109.96 FEET; THENCE ALONG A NON-TANGENT CURVE TO THE LEFT 109.98 FEET, SAID CURVE HAVING A RADIUS OF 70.00 FEET, CENTRAL ANGLE OF 90°00'00" AND A LONG CHORD BEARING N 80°25'11" W, 98.99 FEET THENCE S 54°34'50" W, 542.73 FEET; THENCE N 84°53'32" W, 206.16 FEET, THENCE S 01°49'58" W, 70.11 FEET TO A POINT ON THE NORTH LINE OF "ROCHESTER INDUSTRIAL PARK SUB" AS RECORDED IN LIBER 178, PAGE 11 OF PLATS, OAKLAND COUNTY RECORDS, THENCE N 84°53'32" W, 420.50 FEET, IN PART ALONG THE NORTH LINE OF SAID SUBDIVISION, TO THE EASTERLY LINE OF THE GRAND TRUNK WESTERN RAILROAD, THENCE N 39°54'26" E, 2351.31 FEET ALONG SAID EASTERLY LINE; THENCE S 84°31'34" E, 245.98 FEET TO THE EAST LINE OF SAID SECTION 21 (LIVERNOIS ROAD); THENCE S 02°27'24" E, 1527.57 FEET TO THE POINT OF BEGINNING EXCEPTING THE EAST 60.00 FEET OF THE NORTH 956.49 FEET AND CONTAINING A GROSS AREA OF 35.98 ACRES.

PARCEL ID 15-21-276-010
1420 LIVERNOIS ROAD - ROCHESTER HILLS, MICHIGAN

SECTION CORNER WITNESSES

- * EAST 1/4 CORNER SECTION 21, T.3N., R.11E
1/2 "IRON ROD WITH BRASS CAP #17632
S 65° E - 65.60' TAG ON WEST FACE OF UTILITY POLE
S 16° E - 239.67' NAIL WEST FACE OF UTILITY POLE
S 27° W - 134.83' NAIL WITH TAG EAST FACE OF 18" OAK
N 20° E - 175.89' NAIL WITH TAG WEST FACE OF UTILITY POLE
- * NORTHEAST CORNER SECTION 21; T.3N., R.11E (L.14992, P.082)
1/2 "IRON ROD WITH BRASS CAP #17632
N 80° E - 84.17' TOP BOLT GUARDRAIL WEST END OF BRIDGE DECK
S 30° E - 72.95' NAIL WITH TAG EAST FACE OF UTILITY POLE
S 60° W - 113.34' NAIL WITH TAG NORTHWEST FACE OF UTILITY POLE
N 50° W - 117.80' SOUTHEAST BOLT OF TRAFFIC POLE

PROFESSIONAL
ENGINEERING
ASSOCIATES

CLIENT:
ROTH & ASSOCIATES
554 EAST MAPLE S-200
TROY, MICHIGAN 48063

SCALE: 1" = 300'

JOB No: 2004-024

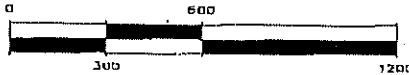
2430 Rochester Ct. Suite 100
Troy, MI 48063-1872
(248) 689-9090

DATE: 02-27-04

DWG. No: 2 of 4

CERTIFICATE OF SURVEY PARCEL "A" & "B"

NOTE: THE BASE OF BEARINGS IS THE EAST SECTION LINE

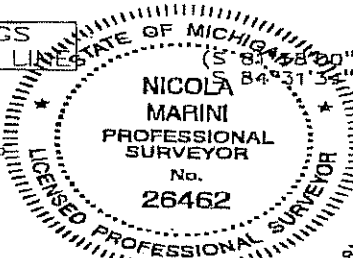


GRAPHIC SCALE
1" = 300'



LEGEND

- ✕ IRON SET
- IRON FOUND
- SPRINKLER
- ⊙ PROPERTY CORNER



20' WIDE WATERMAIN EASEMENT
L.16579, P.128

20' WIDE WATERMAIN EASEMENT
L.16579, P.144
L.16579, P.185

20' WIDE WATERMAIN EASEMENT
L.7901, P.152
L.7965, P.795

EASEMENT FOR RAILROAD SPUR PURPOSES AND FOR INSTALLATION OF UTILITIES
L. 5818, P. 145

INGRESS/EGRESS EASEMENT
L.10117, P.130

90' WIDE DETROIT EDISON EASEMENT
NO RECORD

25' WIDE INGRESS/EGRESS EASEMENT
L.8711, P. 809

INGRESS/EGRESS EASEMENT
L.10117, P.130

EXCEPTION
L = 73.30'
R = 70.00'
DELTA = 90°00'00"
CH BEARING = N 80°25'11" W
98.99'

"ROCHESTER INDUSTRIAL PARK SUB"
L. 178, P. 11 & 12

I, NICOLA MARINI, a Registered Land Surveyor in the State of Michigan, certify that I have surveyed the parcel(s) of land hereon described; that there are no encroachments except as shown; that the field error of closure is 1 part in 1/70,000; and that I have complied with the survey requirements of Public Act 132 of 1970, as amended. The seller of this property is required to record this instrument at the time of sale.

NICOLA MARINI R.L.S. 26462
AGENT FOR PEA, INC.

**PROFESSIONAL
ENGINEERING
ASSOCIATES**

2430 Rochester Ct Suite 100
Troy, MI 48063-1872
(248) 689-9090

CLIENT: ROTH & ASSOCIATES 554 EAST MAPLE S-200 TROY, MICHIGAN 48083	SCALE: 1" = 300'	JOB No: 2004-024	2430 Rochester Ct Suite 100 Troy, MI 48063-1872 (248) 689-9090
	DATE: 02-27-04	DWG. No: 3 of 4	

LEGAL DESCRIPTION
PARCEL "A"

A PART OF THE NORTHEAST 1/4 OF SECTION 21, T-3-N, R-11-E., CITY OF ROCHESTER HILLS, OAKLAND COUNTY, MICHIGAN, MORE PARTICULARLY DESCRIBED AS: COMMENCING AT THE EAST 1/4 CORNER OF SAID SECTION 21; THENCE N 02°27'24" W, 358.71 FEET ALONG THE EAST LINE OF SECTION 21 (LIVERNOIS ROAD), TO THE POINT OF BEGINNING; THENCE N 84°53'32" W, 353.90 FEET; THENCE ALONG A CURVE TO THE RIGHT 73.30 FEET, SAID CURVE HAVING A RADIUS OF 70.00 FEET, CENTRAL ANGLE OF 60°00'00" AND A LONG CHORD BEARING OF N 54°53'32" W, 70.00 FEET; THENCE ALONG A CURVE TO THE LEFT 183.26 FEET, SAID CURVE HAVING A RADIUS OF 70.00 FEET, CENTRAL ANGLE OF 150°00'00" AND A LONG CHORD BEARING OF S 80°06'30" W, 135.23 FEET; THENCE N 84°53'32" W, 109.96 FEET; THENCE ALONG A NON-TANGENT CURVE TO THE LEFT 109.96 FEET, SAID CURVE HAVING A RADIUS OF 70.00 FEET, CENTRAL ANGLE OF 90°00'00" AND A LONG CHORD BEARING N 80°25'11" W, 98.99 FEET; THENCE S 54°34'50" W, 28.48 FEET; THENCE N 35°28'25" W, 621.73 FEET; THENCE N 39°54'26" E, 1284.08 FEET; THENCE S 84°31'34" E, 245.98 FEET TO THE EAST LINE OF SAID SECTION 21 (LIVERNOIS ROAD); THENCE S 02°27'24" E, 1527.57 FEET TO THE POINT OF BEGINNING EXCEPTING THE EAST 60.00 FEET OF THE NORTH 956.49 FEET AND CONTAINING A GROSS AREA OF 26.36 ACRES.

TOGETHER WITH AN EASEMENT FOR INGRESS AND EGRESS AS SET FORTH IN EASEMENT AGREEMENT IN LIBER 10117, PAGE 130, OAKLAND COUNTY RECORDS,

Exhibit B

**LETTER OF CREDIT OR
BOND PURCHASER'S COMMITMENT LETTER**



April 8, 2004

Ms. Mary Langhauser
Director
Oakland County Planning
and Economic Development
1200 N. Telegraph Road, Dept 412
Pontiac, Michigan 48342

Dear Ms. Langhauser:

Please be advised that Comerica Bank has engaged in extensive discussions with Exhibit Enterprises, Inc. regarding the terms and conditions for the issuance by Comerica Bank of a letter of credit in support of up to \$8,500,000 of The Economic Development Corporation of the County of Oakland Variable Rate Demand Limited Obligation Revenue Bonds, Series 2004 (Exhibit Enterprises, Inc. Project). The discussions have been very positive and I understand the parties are very close to an agreement on the substantive terms of the credit transaction. Approval of the transaction from Comerica Bank's credit committees is expected to be will be sought next week, and is expected.

Sincerely,

/jwsh/

James W. S. Hilmer
Director
W. Y. Campbell & Company

Exhibit C

**COMPANY CERTIFICATE REGARDING
TRANSFER OF EMPLOYMENT**

(Exhibit Enterprises, Inc. Project)

The undersigned, Exhibit Enterprises, Inc., a Michigan corporation, and DMG Productions, L.L.C., a Michigan limited liability company (collectively the "Company"), hereby certifies to The Economic Development Corporation of the County of Oakland (the "EDC") as follows:

1. This Certificate is made and based upon the best of the Company's knowledge and belief, only after thorough investigation and discussion with all owners of the Company and others who might have knowledge regarding the subject matter.


2. The Company acknowledges that this Certificate will be employed by the EDC as the sole basis for the EDC's certification to the Board of Commissioners of the County of Oakland as to transfer of employment as required by Section 8(3) of the Economic Development Corporations Act, Act No. 338 of the Michigan Public Acts of 1974, as amended (the "Act").

3. The Company understands that the EDC's Certification to the Board of Commissioners of the County of Oakland is a statutory requirement which, if improperly made or based upon any material misrepresentation or inaccuracy, might invalidate the proceedings regarding the Exhibit Enterprises, Inc. Project (the "Project") pursuant to which the EDC expects ultimately to issue its limited obligation economic development revenue bonds to finance all or part of the Project.

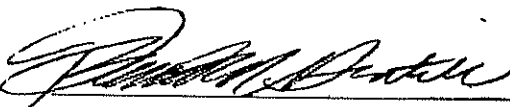
4. As of the date hereof, the Project shall not have the effect of transferring employment of more than 20 full-time persons from a municipality (as that term is defined in the Act) of this State to the City of Rochester Hills, Michigan, the municipality in which the Project will be located, unless the Company has first obtained a consent to the proposed transfer of employment from the governing body of each municipality from which employment is to be transferred.

5. The Company understands that a covenant to effectuate the purposes of this Certificate will be included in those covenants to be made by the Company when bonds are issued by the EDC for the benefit of the Project.

Exhibit Enterprises, Inc.,
a Michigan corporation

By: 
Its: Chair man of the Board

DMG Productions, L.L.C.,
a Michigan limited liability company

By: 
Its: Manager

Dated: 4-12-04

Exhibit D

**COMPANY CERTIFICATE REGARDING
PAYMENT OF PREVAILING WAGES**

(Exhibit Enterprises, Inc. Project)

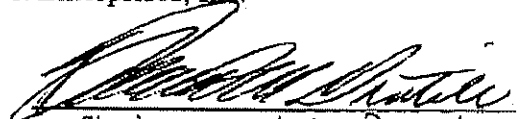
The undersigned, Exhibit Enterprises, Inc., a Michigan corporation and DMG Productions, L.L.C., a Michigan limited liability company (collectively the "Company"), hereby certifies to The Economic Development Corporation of the County of Oakland (the "EDC") as follows:

1. The Company understands that this Certificate is a statutory requirement under the Economic Development Corporations Act, Act No. 338 of the Michigan Public Acts of 1974, as amended (the "Act") which, if improperly made or based upon any material misrepresentation or inaccuracy, might invalidate the proceedings regarding the Exhibit Enterprises, Inc. Project (the "Project") pursuant to which the EDC expects ultimately to issue its limited obligation economic development revenue bonds to finance all or part of the Project.

2. Within the meaning and intent of Section 8(4)(h) of the Act, all persons performing work on the construction of the Project will be paid the prevailing wage and fringe benefit rates for the same or similar work in the locality in which the work is to be performed, as determined pursuant to Act No. 166 of the Michigan Public Acts of 1965, as amended.

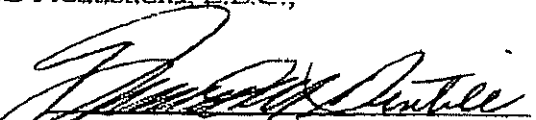
Exhibit Enterprises, Inc.

By:
Its:


Chairman of the Board

DMG Productions, L.L.C.,

By:
Its:


Manager

Dated: 4-12-04

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