Exhibit A

Terms and Conditions of Online Only Real Estate Auction

This **online only** auction is subject to seller confirmation and is a cash sale not contingent on or subject to financing, appraisal, survey, or inspections of any kind, as agreed to by bidders at registration prior to bidding and specified in the attached Agreement to Purchase Real Estate.

A Buyer's Premium of 10% is added to the high bid. Please take this into consideration when bidding. At the close of the auction, the successful Bidder will be emailed an Agreement to Purchase Contract to be executed and returned to Sheridan Realty & Auction Co. within Forty Eight (48) hours.

Successful Bidders will deposit 10% of the sale price in the form of a cashier's check or wire transfer with Sheridan Realty & Auction Co. within Forty Eight (48) hours of the completion of the auction. The earnest money deposit is non-refundable. The entirety of the remaining balance is due at closing on or before Thirty Days (30) from Auction Day. Purchaser will be responsible for all wire transfers.

Per the Contract, time is of the essence; you should proceed to closing within Thirty (30) days. Possession shall be given to the successful Buyer(s) at closing, and all closing fees charged by the Title Company are shared equally between Buyer(s) and Seller(s).

Successful Bidders not executing and returning their Contract with Earnest Money deposit within Forty Eight (48) hours of the conclusion of the auction will be considered in default. If your closing is delayed for any reason, by you, as purchaser, or other parties working on your behalf, including any lender you involve, you may be declared in breach of this contract, forfeit all deposits made, and could be additionally liable for any and all costs incurred by Seller and Sheridan Realty & Auction Co. incurred in a subsequent resale of the property.

Buyer(s) must be prepared to make a cash offer. There are no contingencies to this sale (i.e. financing, appraisal, repairs, or inspections). Therefore, you should be pre-qualified by a lender prior to bidding if you require financing. This property is being sold for cash "as-is, where-is" with a closing deadline.

Sheridan Realty & Auction Co. reserves the right to remove or cancel the bids and or bidding rights and privileges of any party at any time deemed not to be in the best interest of the seller. The identity of all bidders will be verified, bidding rights are provisional, and if complete verification is not possible, Sheridan Realty & Auction Co. will reject the registration, and bidding activity will be terminated.

Buyer acknowledges they are buying property "as-is, where-is", without inspections or contingencies, Buyer(s) will rely on his/her own judgment and inspection. By signing an offer, Buyer(s) will be waiving the 10 day lead based paint test.

Seller(s) will provide an owner's policy of title and convey title with a Quit Claim Deed.

Sheridan Realty & Auction Co. and their representatives are Exclusive Agents of the Seller(s).

Real Estate is sold subject to any and all existing matters of record, and all easements, building use or zoning laws and regulations. Properties that are currently rented are subject to Tenant's Rights. There are no security deposits for any properties. Taxes and assessments will be pro-rated to the closing date.

Purchaser has been advised, and understands and acknowledges, that M. Shapiro Development Company, LLC is the Court-appointed receiver of the Property, by order of the Court, in the pending matter known as Independent Bank v. Eugene G. Talaski and Dianne L. Talaski, Huron County Circuit Court, Case No. 11-004755-CK.

Purchaser further acknowledges that the sale of the Property is subject to entry of a non-appealable order by the Court in the Receivership proceedings authorizing the Agreement and the sale of the Property to Purchaser. This process could take 2-6 weeks. Closing will be 30 days after offer is accepted.

All Sheridan Realty & Auction Co. **Online Only** Real Estate Auctions are timed events that have an auto-extend feature. Any bid placed within 5 minutes of the auction ending will automatically extend the auction for 5 minutes from the time the bid is placed. *Example: If an auction scheduled to end at 6:00 pm receives a bid at 5:59 pm, the close time of the auction automatically extends to 6:05 pm.* The auto-extend feature remains active until no further bids are received within the 5 minute time frame.

A two percent (2%) bid price commission is available to properly registered Brokers. You must pre-register your Buyers with Sheridan Realty & Auction Co. twenty four (24) hours before the end of the auction. Agents who fail to pre-register their Buyer will not be recognized as Buyer Agents and will not be entitled to a co-op commission. Broker cannot act as a Principal and Broker on the same transaction. Please review the form for eligibility.

Sheridan Realty & Auction Co. and their representatives are Exclusive Agents to the Seller.

The terms and covenants of the purchase agreement, including these additional terms (Exhibit A), shall survive closing and shall bind and the benefits shall inure to the heirs, successors, representative and assigns of the Parties.

_____

Property Address

_____ _____

_____ _____

Buyer Signature(s) and Date

Seller Signature(s) and Date

_____

Buyer Address and Telephone

_____

Printed Name of Buyer