

OFFERING MEMORANDUM



ESTABLISHED THEATRE AND BUSINESS PACKAGE

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Executive Summary

Merit Commercial Real Estate has been exclusively retained to market for sale the real property and business assets of the **Rogue Theatre**. The **Rogue Theatre** is a landmark entertainment facility in Southern Oregon, with a long-established location in the heart of downtown Grants Pass.

First opening in 1938, the facility has operated in some form ever since. Current ownership has kept the spirit of the theatre alive since 1998, and has welcomed countless shows through its doors. Ranging from household names to up and coming artists, the **Rogue Theatre** is an artist favorite, with dozens of repeat shows and regulars on the books.

Situated directly on Interstate 5, equidistant from Portland and San Francisco, the **Rogue Theatre** is an easy addition to any artist's tour schedule.

The facility itself has great visibility with a Main and Main location, and is very well-known by the locals. Entry is via secure front doors next to the large glass box office. Patrons enter directly into the eccentric lobby, with a full-service bar, bathrooms, storage, entry to the auditorium, and stairwells to the balcony.

Artists enjoy easy rear-loading, and a large green room with great energy. Two private dressing rooms and bathroom and direct stage access checks every box an artist needs.

The ± 722 seat auditorium is a comfortable, intimate space that highlights each artist, whether it's live music, comedy, corporate events, or otherwise. A private VIP bar to the rear of the balcony could be converted to add more GA seating. A full A/V system, projection screens, curtain system, and much more are all included, alongside numerous FF&E to allow you to immediately host shows with effectively zero downtime.

There is currently one part-time administrative employee (<20 hours/week), and a large roster of hourly staff to service shows (security, bartender, custodians, etc.); the current owner will be available for a reasonable amount of time post-closing for training, if needed.

Cementing the facility as a regional icon, the massive, grandfathered neon signs are one of a kind.

The asking price includes the real property, business assets, and all FF&E, branding, and resources.

The offering presents the rare opportunity to own and control an iconic destination in an irreplaceable location. Positioned at the heart of a growing market, the next operator will be able to leave their unique touch on a proven and important business in Southern Oregon!

Offering Summary

Offering Price:	\$2,000,000 (real estate and business assets)
Year Established:	Business est. in current state since 1998
Employees:	1 PT admin, several established PT show staff
Address:	143 SE H Street, Grants Pass Oregon 97526 - Josephine County
Legal:	36-05-17CB TL 7100 - APN R310651
Annual Taxes:	\$7,459.14
Gross SF:	± 7,988 SF
Zoning:	CBD (Central Business District)
Vintage:	1938
Occupancy:	± 722 322 main level, 200 on balcony
Condition:	Good Roof recently replaced, newer HVAC, signage upgrades
Interior Features:	Secure entry, full service bar, ADA bathrooms, large green room with private dressing rooms and bathroom, private office, multiple loading areas
FF&E:	All necessary FF&E included Seller's personal property excluded
Notes:	Small portion of property under long-term ground lease from neighbor at \$1.00/year

Investment Highlights

A True One-of-a-Kind Asset

The curated and unique brand of the Rogue Theatre has successfully operated in a small niche, anchored by its strategic positioning and reasonable price point.



Turn-Key Opportunity

Successfully operating for over 80 years, the Rogue Theatre is an established business and immediately recognizable in the region. The brand is also not tied to one individual, but is capable of - and has been - standing on its own.



Significant Upside Potential

A new operator may be able to significantly increase SDE by utilizing a number of different levers to increase revenue and cut costs. The quality of the facility and brand attracts top talent and has substantial capacity beyond its current bookings.



Offering Details

What is being offered?

- The assets of the Rogue Theatre in Grants Pass, Oregon, including all FF&E and brand assets.

Is the real estate included?

- Yes, the real estate is included in the offering. The flagship facility will be available fee simple, but current ownership does ground lease a small portion of the property (± 1,000 SF) from the neighbor, for \$1.00/year. Contact listing brokers for more info.

Where can I see financials and more information?

- Following a completed NDA, a prospective purchaser may view historical financials and much more detail about the offering. You may register your interest by contacting the listing brokers (contact on pages 2, 19, and 20)

Are there expansion opportunities?

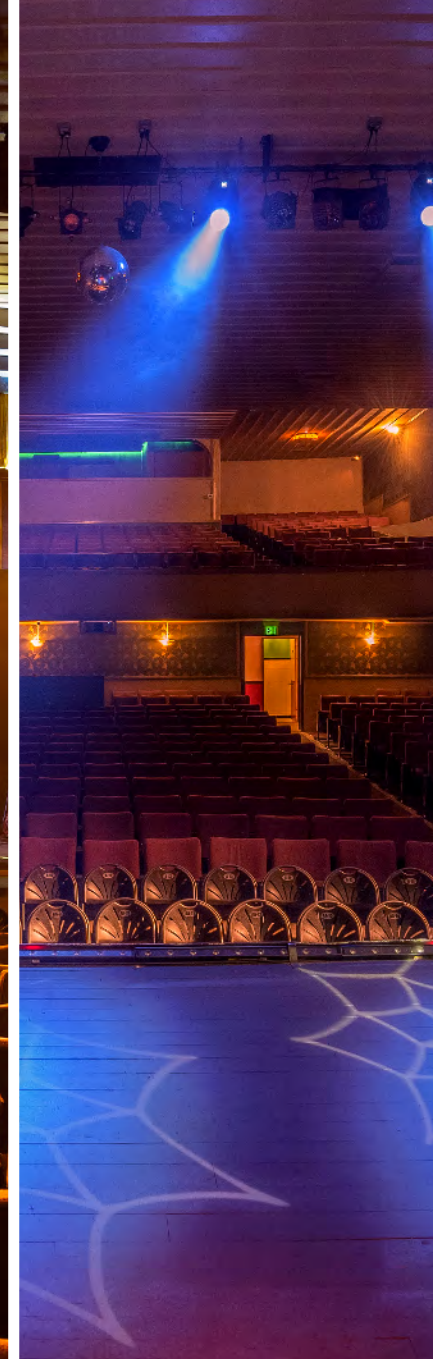
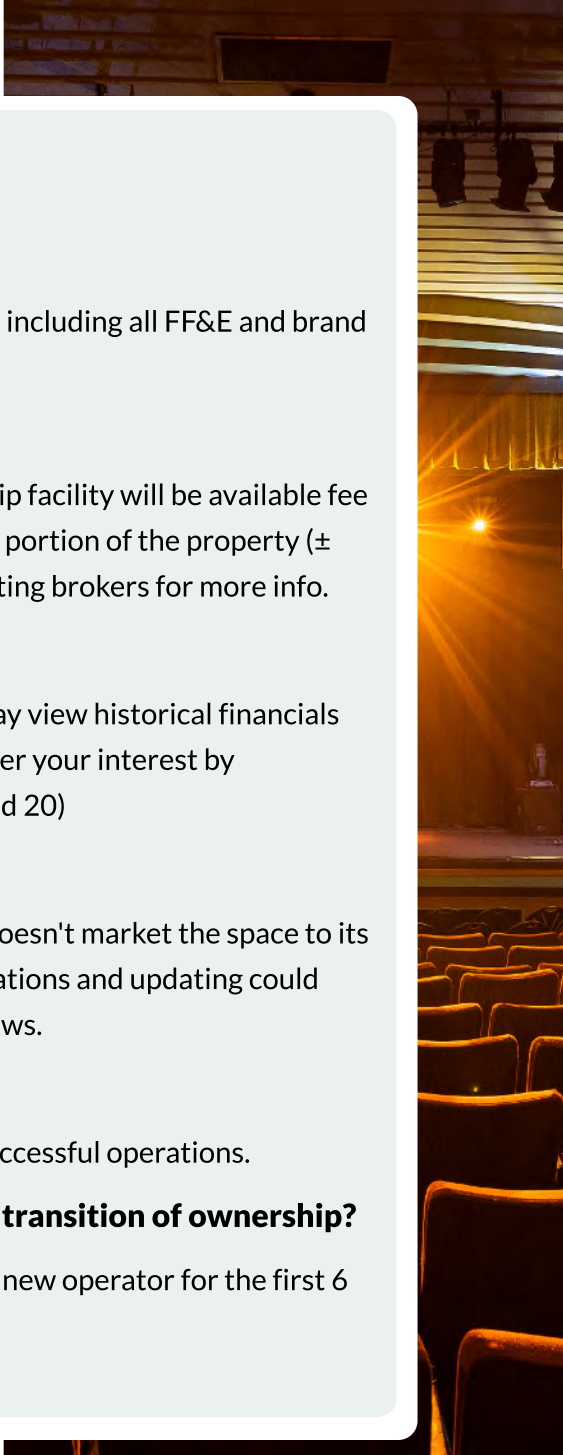
- Yes, the current operator enjoys occasional shows and doesn't market the space to its maximum potential to book shows. Some interior renovations and updating could significantly help increase the amount and quality of shows.

What is the reason for selling?

- The owner is moving into retirement after decades of successful operations.

Will there be future owner support during and after the transition of ownership?

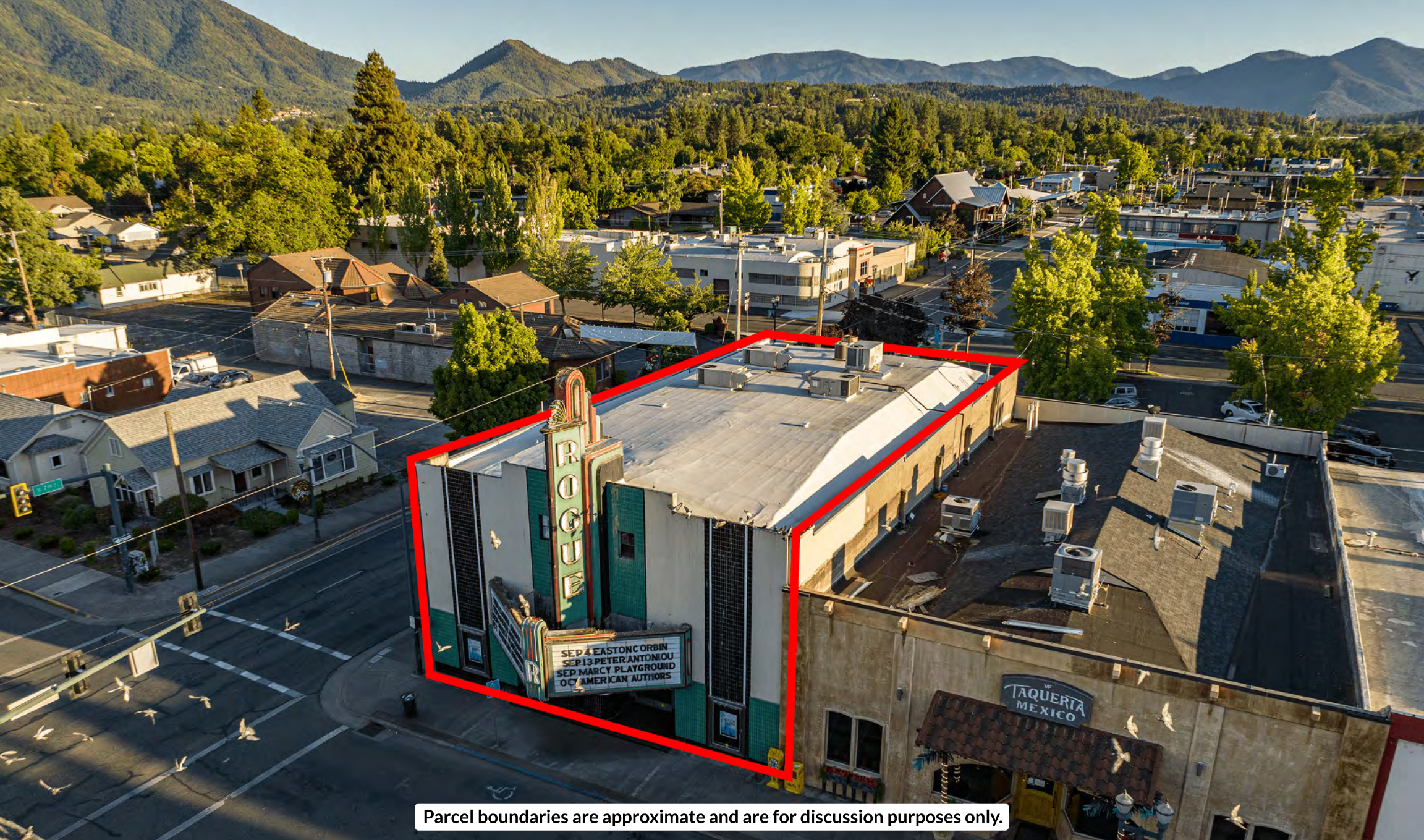
- The owner may generally be available for support to the new operator for the first 6 months - 1 year following the sale.





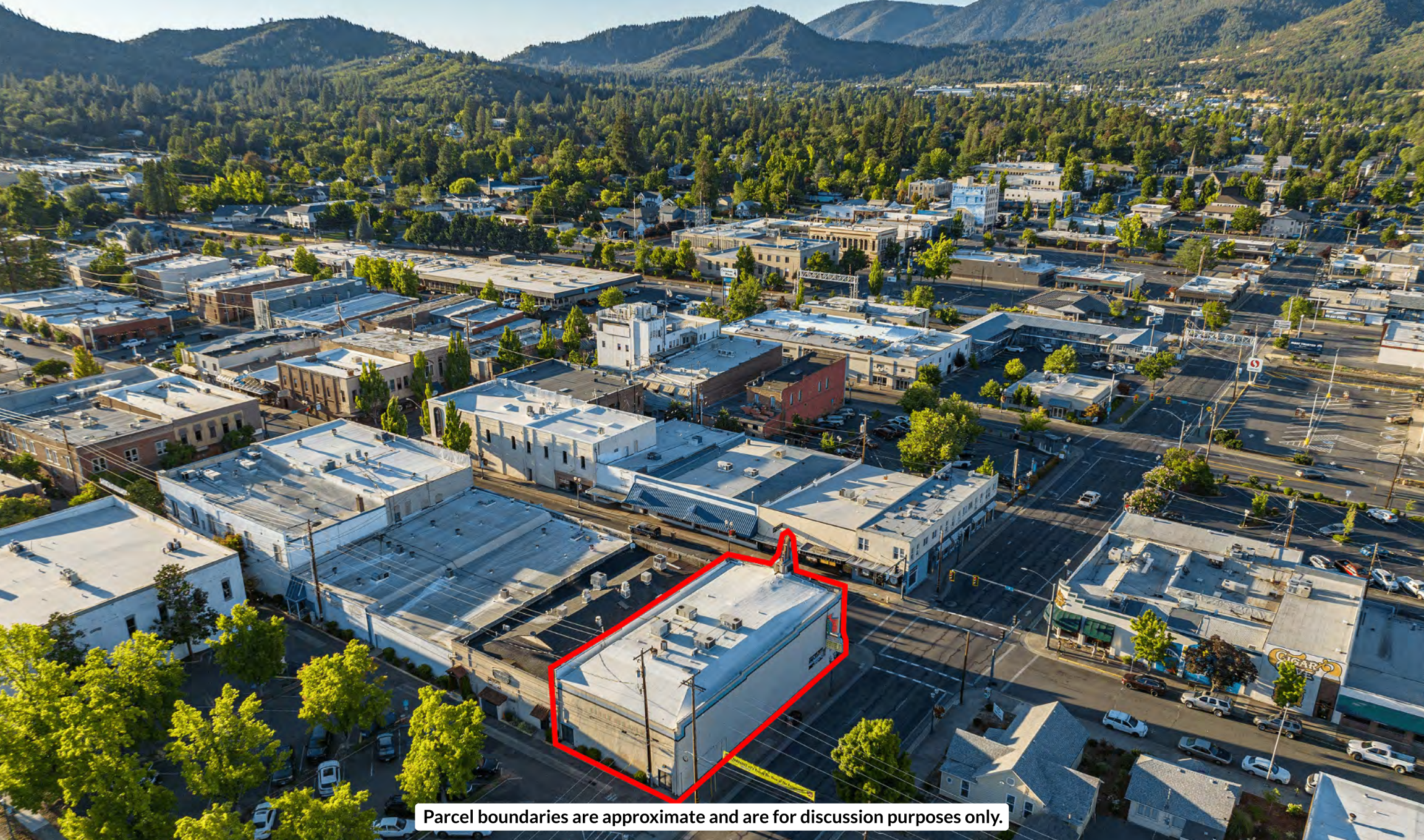
Parcel boundaries are approximate and are for discussion purposes only.

Subject Property Aerial



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Subject Property Aerial



SE H Street

SE 7th Street (14.657 VPD)

Parcel boundaries are approximate and are for discussion purposes only.

Subject Property Aerial



Subject Property Entrance





Auditorium and Balcony



Greenroom and Lobby



Connectivity to I-5
5 min / 2.0 miles

Subject Property



Connectivity to I-5
6 min / 2.1 miles

ROGUE VALLEY
International
Medford Airport
27 Miles East via I-5

Region Map

Why Southern Oregon?

Southern Oregon, largely encompassing Jackson and Josephine Counties, is a world-class gem hiding in plain sight. Anchored by its mild Mediterranean climate, the area boasts the winning combination of being both strategically located between Portland and San Francisco, and having forward-thinking municipal leadership. This combination drives strong economic growth and has created a long runway for development across all asset classes.

Southern Oregon is a gateway to the entirety of the West Coast, via Interstate 5, north through Eugene, Salem, Portland, and Washington State, and south, through Redding, San Francisco, and down to Los Angeles. The local transportation system connects the most populated cities in the region of Medford, Ashland, and Grants Pass, and has dedicated highways northeast to Bend and West to the Oregon Coast.

Multiple billion-dollar companies call Southern Oregon home, such as Lithia Motors (NYSE:LAD), Dutch Bros (NYSE:BROS), Asante Health Systems, Harry & David (NYSE:FLWS), Pacific Retirement Services, and countless small and mid-sized businesses.

Historically, the area's economy was mainly driven by the timber and agricultural industries. In the past few decades, the area has become a healthcare hub, and has a diverse economy supported by the industrial, manufacturing, logistics, retail, senior/retirement living, and finance/professional sectors. Timber and agriculture still play a role, with Timber Products and Roseburg Forest Products' main facilities located nearby.

The Southern Oregon AVA is a world-famous destination for viticulture, home to over 120 wineries and multiple wine trails. Also a burgeoning golf destination, the area has numerous renowned golf courses, and several other famous courses are within a short drive (Bandon Dunes, Pacific Dunes, Pronghorn Resort). Over 8 casinos are within a 6-hour drive, including Seven Feathers, Three Rivers, Elk Valley, and others.





The Rogue River



Grants Pass History and Profile

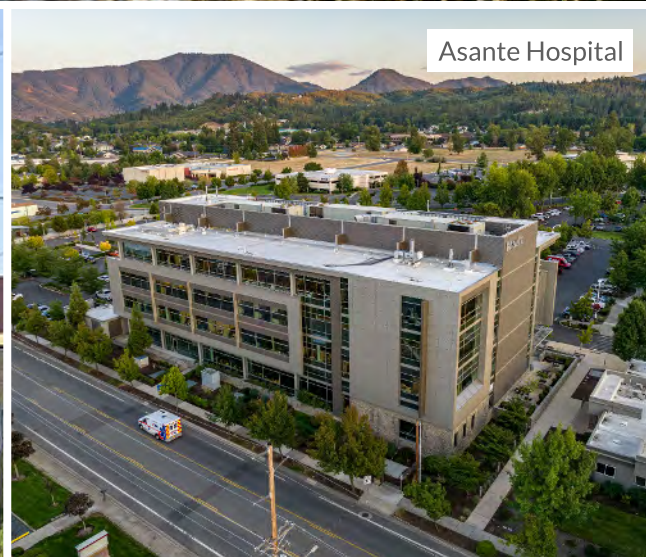
"It's the climate"

Grants Pass, Oregon - believed to be named after General Ulysses S. Grant's battle at Vicksburg - has a rich history since the early 1800's. Grants Pass is desirable to homeowners and businesses alike for it's growing employment, natural beauty, and the City's convenient location on I-5, as well as being home to the Josephine County Fairgrounds and home of several large companies, such as Dutch Bros Coffee, AllCare Health and Asante Health System's Three Rivers Hospital.

The City was historically a hub for the timber and agriculture industries, being strategically located on the Rogue River. The local economy has significantly expanded beyond these industries, but the area remains a strong agricultural market.

The City has a strong sense of community as well as a diverse economy. Within a 30 minute drive, the Rogue Valley International-Medford Airport is the regional air travel hub for all of Southern Oregon, with well over 1M annual travelers. Breathtaking outdoor recreational activities are moments away; Upper and Lower Table Rock, the Rogue River, dozens of lakes, as well as the Crater Lake National Park are all within an easy drive.

Overall, Grants Pass is a city that blends its historical roots with a forward-looking perspective, making it a desirable destination for businesses and residents alike.



Asante Hospital



Southern Oregon Market

Strategic, Central Location

Southern Oregon is perfectly positioned nearly exactly halfway between Portland and San Francisco. The region's main airport, Rogue Valley International-Medford Airport (MFR) serves as both a high-traffic regional airport with dozens of direct-access and layover routes as well as a bustling private aviation hub. Well over 1m annual travelers come through MFR, with that number growing alongside the addition of several new commuter and travel routes to Portland and Salem, Arizona, California, and many others.

MFR is home to 2 Fixed-Base Operators (FBOs) - Million Air and Jet Center MFR. Both are highly-active, highly-rated FBOs serving countless private aircraft owners and military personnel. Million Air prides itself on being the only FBO on the West Coast that can hangar a Boeing business jet.

The airport's low relative parking fees, combined with it's strategic, central location, has proven the region as one of the most prominent private aviation destinations in Oregon for corporations and private individuals alike.

The region's dryer, sunnier climate allows for easier air travel for most of the year, compared to the rest of the State. MFR also serves as the region's air-based fire-fighting hub during the Summer months.

Erickson Air-Crane, Inc's main facility is located nearby, a global OEM aircraft company specializing in heavy-lift aerial operations in both civilian and military use.

Overall, the region is a burgeoning aviation destination, with the perfect blend of economical, weather, and geographical tailwinds spurring growth.



Transaction Guidelines

The Rogue Theatre is being offered on the open market. Purchasers should rely on their own assumptions and base their offer on the "As-Is, Where-Is" condition of the property. Merit Commercial Real Estate ("MCRE") will be available to assist prospective purchasers with their review of the offering and answer any questions within their scope of practice. Site tours of the property and market, for qualified prospective purchasers, can be arranged with MCRE upon request. The Listing Brokers and Seller request that all initial meetings requested by prospective purchasers be arranged and coordinated through MCRE. There is not currently a definitive date for offers to be submitted. When a prospective buyer prepares an offer for any of the Properties, such offers should, at a minimum, include the following:

- Purchase price
- Verifiable proof of funds
- Desired owner-carry terms, if any
- Amount of earnest money deposit
- Brief buyer's resume including prior operating experience in similar sectors
- Buyer's due diligence period, extension options, and internal approval process
- Desired closing date
- Breakdown of closing expenses to be paid by buyer and seller, if differing from local customs

Please contact listing brokers Scott and Caspian for additional information and to complete an NDA.

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