

Buyer's Confidential Disclosure Agreement (NDA)

Date: _____ Authorized Sunbelt Agent: _____

Buyer's Name (s): _____

Address Line 1: _____

Address Line 2: _____

The undersigned prospective purchaser(s) ("Buyer") hereby requests confidential information, currently and from this time forward, on businesses represented by Sunbelt Business Brokers Pacific Inc ("Sunbelt"). Buyer hereby acknowledges that Sunbelt first provided such information to the Buyer. In consideration of Sunbelt having provided such information, the Buyer hereby agrees:

1. Not to divulge such information to others, except to those of its employees and advisors who need to know such information for the said purpose and the Buyer warrants that such employees and advisors are obligated to and will maintain such information in confidence and such obligations shall survive the termination of the Buyer's interest in the business opportunity; and
2. To conduct all further inquiries into the business opportunities exclusively through the offices of Sunbelt and
3. That upon requested from Sunbelt or Broker or if there is no further interest in the business who's information was provided to Buyer, Buyer warrant to return any such information to broker and/or to destroy any electronic information provided by Broker to Buyer and advise Broker of having done so.

Agency Disclosure

The Buyer acknowledges that Sunbelt represents the interests of the Seller and the Buyer, and there has been, and is dual agency. All fees due to Sunbelt are, and will be, the responsibility of the Seller. Sunbelt, as an agent to the Seller, acts under an engagement agreement with the Seller and has affirmative obligations to both Buyer and Seller including the fiduciary duties of loyalty, obedience, disclosure, confidentiality, reasonable care and diligence, and accounting in dealing with the Seller. In addition, Sunbelt has affirmative obligations to the Buyer and Seller of honest dealing and disclosure.

Initial: _____

Counsel Disclosure

Buyers are advised to seek counsel from a lawyer, Accountant and any other parties necessary to make an informed decision regarding the purchase of any business opportunity bought or sold through Sunbelt.

Initial: _____

Information Disclosure

The Buyer acknowledges that all information and material on each business opportunity provided by Sunbelt has been provided to Sunbelt by the seller of the business for confidential use by the Buyer for the sole purpose of evaluating a business opportunity as a potential Buyer. It is understood that money damages may not be a sufficient remedy for any breach of the Buyer's obligation regarding confidentiality and it is hereby agreed that Sunbelt and the owners of the businesses will be entitled to specific performance and injunctive relief in addition to all other remedies available at law or equity as further remedies for any such breach. The seller believes that information to be true and accurate; however, accuracy is not guaranteed and all information should not be considered complete. While statements may be presented concerning a matter of opinion, whether or not so identified, these are only statements of opinion. Sunbelt makes no representations or warranties, expressed or implied, regarding the information provided to Buyer.

Initial: _____

Risk Disclosure

Business opportunities by their very nature carry risk including obsolescence or reduced demand for service or product, regulatory laws, ineffective management, changes in the local or national economic condition, and many others. Due to the risks inherent in business opportunities, a buyer could incur a loss, including but not limited to their entire investment. Buyer acknowledges that they understand these risks and that Sunbelt cannot and does not in any way warrant or guaranty the future vitality or prospects of any business.

Initial: _____

Franchise Referral Disclosure

The Buyer agrees to the terms under which Sunbelt will refer franchise opportunities to the Buyer. The Buyer acknowledges that Sunbelt is not an agent for any third party that may be marketing or selling franchise business opportunities, nor is Sunbelt an agent or representative of Buyer. Sunbelt is only a referral source for such a business opportunity and does not perform due diligence on any business so referred. Sunbelt advises all prospective purchasers to seek appropriate legal, accounting, and other professional advice concerning any business opportunity Buyer is contemplating and Buyer agrees to perform its own due diligence and rely solely on such due diligence independently of Sunbelt. In consideration for receiving information supplied to Sunbelt by a business and for Sunbelt referring Buyer to the Business, Buyer agrees to hold Sunbelt harmless from all claims and damages of any kind arising out of or related to Buyer's purchase, operations, or business dealings in any way related to any business opportunity referred to Buyer by Sunbelt. Buyer further acknowledges that agents for Sunbelt cannot and will not make earnings claims regarding a franchise business opportunity. Buyer will immediately notify Sunbelt and its Franchise Sales Division (attn: Greg Kells, 2285 St. Laurent Blvd. Unit D10, Ottawa, Canada K1G 4Z7) via certified mail, should any such earnings claim be asserted.

Initial: _____

By signing below the prospective Buyers acknowledge that they have read and understood the disclosures stated above.

RECEIPT OF A COPY AND ACCEPTANCE OF THE TERMS OF THIS ACKNOWLEDGEMENT AND AGREEMENT IS HEREBY ACKNOWLEDGED AND CONFIRMED.

Prospective Buyer: _____ Prospective Buyer: _____

Purchasing a Business - Criteria Sheet

Name of Prospective Purchaser (s): _____

Address: _____

Email Address: _____

Tel: Please check best number to call

Day: (_____) _____ - _____ Eve: (_____) _____ - _____ Mobile: (_____) _____ - _____

Personal Objectives: _____

Geographical Preference of the Business: _____

Preferred Industries:

- | | | |
|---|--|---|
| <input type="checkbox"/> Agriculture | <input type="checkbox"/> Printing, Publishing | <input type="checkbox"/> Auto Repair, Services, |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Electrical Equipment | <input type="checkbox"/> Miscellaneous Repair |
| <input type="checkbox"/> Fisheries | <input type="checkbox"/> Transportation | <input type="checkbox"/> Service |
| <input type="checkbox"/> Metal | <input type="checkbox"/> Communications | <input type="checkbox"/> Health Services |
| <input type="checkbox"/> Construction | <input type="checkbox"/> Wholesale Trade | <input type="checkbox"/> Legal Services |
| <input type="checkbox"/> Manufacturing | <input type="checkbox"/> Retail | <input type="checkbox"/> Educational Services |
| <input type="checkbox"/> Textile | <input type="checkbox"/> Furniture, Home | <input type="checkbox"/> Social Services |
| <input type="checkbox"/> Apparel, Related | <input type="checkbox"/> Furnishings | <input type="checkbox"/> Engineering, |
| <input type="checkbox"/> Products | <input type="checkbox"/> Eating, Drinking Places | <input type="checkbox"/> Management Services |
| <input type="checkbox"/> Lumber, Wood | <input type="checkbox"/> Hotels, Recreational | <input type="checkbox"/> Coin-Op |
| <input type="checkbox"/> Products | <input type="checkbox"/> Lodging Places | <input type="checkbox"/> Gas Stations |
| <input type="checkbox"/> Furniture, Fixtures | <input type="checkbox"/> Personal Services | <input type="checkbox"/> Other |
| <input type="checkbox"/> Paper, Allied Products | <input type="checkbox"/> Business Services | |
| <input type="checkbox"/> Identify Other: _____ | | |

General:

Min. Sales Level: \$ _____ Any: Min. EBITDA Level: \$ _____ Any:

Min. Cash Flow/Earnings Level: \$ _____ Any: Min. years in business: _____ Open:

Ideal reason for sale: _____

Your Minimum Income requirement: \$ _____

Business to have: Please check most appropriate:

All management in place: Key people in place: Avg. # of employees: Real estate:

An Asset base: Non asset base: All of the above: Share Purchase: Asset Purchase:

Do you plan to operate the business: Full time: Part time: Absentee Management:

Purchasing a Business - Criteria Sheet Continued

Purchaser available funds:

Cash Funds: \$ _____ Financiable funds: \$ _____ Exp. min. Income: \$ _____

Past Business Experience: _____

Businesses of definite NO interest: _____

Ideal time line to purchase a business: _____

Key strengths, likes and dislikes: _____

Additional comments and notes that may help identify your criteria: _____

How did you hear about Sunbelt Business Brokers Pacific Inc.?

Magazines Newspapers Radio Friends Web Search

Other Please specify: _____