

Non-Disclosure Agreement

CLIENT COMPANY: _____

Address: _____

City: _____ State: _____ Zip Code: _____

Phone: _____ Fax: _____

Mobile: _____ Email: _____

Signature: _____ Date: _____

The Company agrees to furnish to the Broker certain confidential information relating to the affairs of a business listed by the Company for the purposes of: (1) Evaluating the business for purposes of prospective purchase and acquisition by the Recipient or merger with the Recipient and (2) The Recipient agrees to review, inspect, or obtain such information only for the purposes described above and to otherwise hold such information confidential pursuant to the terms of this Agreement.

The Company has or shall furnish to the Recipient certain confidential information on the following conditions:

1. The Broker and Recipient agrees to hold all confidential or proprietary information or trade secrets ("information") in trust and confidence and agree that it shall be used only for the contemplated purpose and shall not be used for any other purpose or disclosed to any third party.
2. No copies shall be made or retained of any written information supplied.
3. At the conclusion of our discussions, or upon demand by the Company, all information, including written notes, photographs, memoranda, or notes taken shall be returned to the Company.
4. This information shall not be disclosed to any employee of the Recipient or consultant unless they agree to execute and be bound by the terms of this agreement.
5. It is understood that the Recipient shall have no obligation with respect to any of the information known by the Recipient or generally known within the industry prior to the date of this agreement, or becomes common knowledge within the industry thereafter.
6. The Company is supplying this information and the Recipient agrees to conduct all further inquiry into the above company or companies exclusively through Citi Brokerage Group, LLC, which is hereby acknowledged to be the agency first providing such information.
7. The Company acknowledges Broker is an agent of the Company and has an agreement with the Company for a fee to be paid to Broker for the sale of Company and/or property to Recipient or merger of the Company and Recipient. All communication, correspondence, offers to purchase, merger agreements and negotiations relating to the acquisition or merger of the Company will be conducted through Broker.

Citi Brokerage Group, LLC
Kellye Bennett, Consultant
Business Sales, Mergers & Acquisitions
Phone: 202.758.4665
Facsimile: 888.550.7203
Email: kellye@cbgmac.com