

**(2 Sides-Front & back)**

**Re:** \_\_\_\_\_  
**Agent: Nick Zigic**

**PROSPECTIVE PURCHASER  
 CONFIDENTIALITY AND FINANCIAL DISCLOSURE AGREEMENT**

PROMINENCE CAPITAL ADVISORS LLC (hereinafter "Broker"), which term shall also be deemed to mean any agents or associates of Broker) has a fiduciary as well as a contractual responsibility to its selling clients, which makes it necessary for Broker to obtain an agreement of confidentiality and evidence of financial ability from parties (hereinafter collectively "Buyer/s") interested in the possible acquisition of subject businesses. Therefore, Broker requests that Buyer/s execute this Agreement with the understanding and assurance that the information they are providing herein will be held in strictest confidence by Broker and will only be made available to the Seller/s in question (or their legal and/or financial advisors) if requested. ***Please be advised that all information requested below must be provided or we will be unable to release the information you desire on our selling clients.***

Given the foregoing and in consideration for Broker providing me/us with sensitive confidential information on certain business enterprises which Broker has been retained to offer for sale, Buyer/s hereby agree with Broker as follows:

- I/we will not disclose to any non-involved third party (parties other than partners, investors, lenders or professional advisors) any of the information provided to me/us by Broker pertaining to broker's Seller clients or the principals thereof, including the fact that said Sellers are presently available for acquisition **AND**
- I/we will not contact or attempt to contact any of the principals, employees, suppliers, creditors, customers or competitors of subject Seller/s except through and with permission of Broker. I/we agree that any offers or proposals to purchase said Seller/s will be made in writing on Broker's standard form/s and presented to Seller/s by and through Broker **AND**
- I/we recognize that any and all information provided to me/us by Broker regarding any of Broker's selling client businesses has been provided to Broker by said selling entities or the principals thereof and are hereby duly advised that Broker has not personally verified such information as to truth and accuracy prior to dissemination. Therefore, I/we agree to conduct my/our own due diligence concerning said information and to indemnify and hold Broker harmless from and against any and all claims, demands and liability (including reasonable attorney's fees) arising from or in any manner relating to my/our use of said information in the purchase or of subject business/es **AND**
- I/we recognize that Broker has contracts executed with its Seller clients providing for fees and/or commissions to be earned by Broker on the sale, trade, merger, lease or exchange of said Seller/s or any assets thereof. I/we therefore agree (a) not to attempt to circumvent such contracts recognizing that Broker may incur significant unspecified damages if I/we do, in-fact, attempt to circumvent such contracts and (b) to submit all offers or proposals to purchase through Broker on Broker's standard forms **AND**
- I/we further recognize that unless provided for in writing to the contrary, Broker and all agents or sub-agents of broker are (or will be) acting as agent/s of subject Seller/s, with the fiduciary duty to represent the best interests of said Seller/s at all times and that while the Buyer/s will be treated with total fairness and openness at all times, the Broker will not be acting as the agent of the Buyer/s.

THE FOREGOING IS HEREBY UNDERSTOOD AND AGREED TO BY:

**BUYER/S:** \_\_\_\_\_ **DATE:** \_\_\_\_\_

**ADDRESS:** \_\_\_\_\_ **PHONE:** \_\_\_\_\_

**CITY/STATE/ZIP:** \_\_\_\_\_ **FAX:** \_\_\_\_\_

**E-MAIL:** \_\_\_\_\_ **WEBSITE:** \_\_\_\_\_

**MY/OUR PRESENT NET WORTH IS: \$** \_\_\_\_\_ **MY/OUR PRESENT LIQUID NET WORTH IS:**  
**\$** \_\_\_\_\_ *(Note: Corporations please attach a copy of latest Balance Sheet)*

**SIGNATURE:** \_\_\_\_\_ **SIGNATURE:** \_\_\_\_\_

**We have a fiduciary duty towards the seller(s) to share their confidential business information only with READY, WILLING and ABLE buyers. We provide the seller with the following confidential facts about you and request their approval prior to releasing any information about their business ... after all, they are about to share their best kept business secrets with you.**

### Buyer Background Information:

#### (If buyer is an Individual, not corporation/LLC)

1. Are you currently employed? \_\_\_\_\_ If so, in what industry and what position? \_\_\_\_\_
2. Please give a brief description of your responsibilities:  
\_\_\_\_\_
3. What is your business background?  
\_\_\_\_\_
4. Have you ever filed bankruptcy? \_\_\_\_\_ Had a foreclosure? \_\_\_\_\_ Had a judgment filed against you? \_\_\_\_\_
5. Is there any reason you might be declined a loan for a business acquisition? \_\_\_\_\_
6. If Buying as an individual and if you are married, please provide your spouse's name for our records? \_\_\_\_\_
7. Does your spouse work? \_\_\_\_\_ Full time? \_\_\_\_\_ Industry and position? \_\_\_\_\_

#### (All Buyers)

8. Please indicate the types of businesses in which you are interested:
 

<input type="checkbox"/> Manufacturing	<input type="checkbox"/> Retail
<input type="checkbox"/> Distribution	<input type="checkbox"/> Food Service
<input type="checkbox"/> Service	<input type="checkbox"/> Restaurant/Bar
<input type="checkbox"/> Other	

Please describe in fair detail the criteria for the business you would be interested in. What drove you to be interested in this business?

Area: \_\_\_\_\_

Price range: \_\_\_\_\_

Terms/Down payment: \_\_\_\_\_

9. How long have you been looking for a business to acquire? \_\_\_\_\_
10. If you identified a business that you would like to own, how quickly are you prepared to move forward with the purchase?  
\_\_\_\_\_
11. How much working capital will you need to have over 1,3,6 months? \_\_\_\_\_
12. Have you been pre-qualified/pre-approved for a business loan (SBA or other)? \_\_\_\_\_
13. What is the FICO (credit) score? \_\_\_\_\_
14. What kind of weekly work schedule will you commit to the newly acquire business?  
\_\_\_\_\_
15. What are your income expectations for the first year of owning your own business? \_\_\_\_\_
16. What are the down payment amount and the source of those funds (you will be required to substantiate at the time of making an offer)? \_\_\_\_\_
17. Will there be anyone advising you in the review of business records and the decision to purchase any business? \_\_\_\_\_
18. If you reside outside California and have inquired about a California-based business, what are your relocation plans and timeframe: \_\_\_\_\_

**Email or Fax to:**

**Email: [nick@myrealestatehq.com](mailto:nick@myrealestatehq.com)**

**Fax No. (626) 529-0902**