



PROCLIENT BROKERS

We Understand How to Craft a Good Deal.

NON-DISCLOSURE AGREEMENT

The contract with our client ("SELLER") requires a "Non-Disclosure Agreement" and "Memo Record of Showing" is signed prior the disclosure of any information regarding their business. The undersigned prospective purchaser(s) ("BUYER") understands that this is a legal document and agrees to adhere to all terms and conditions of this agreement. Please sign at the bottom.

THIS AGREEMENT IS FOR: _____

1. BUYER agrees that all information provided by **ProClient Brokers Inc** to the BUYER is confidential and its disclosure to others may be damaging and detrimental to the business.
2. BUYER agrees not to provide information regarding a disclosed business to anyone except those who may be directly involved in a sale and their financial and legal advisors.
3. BUYER agrees not to contact owner/(s), nor anyone that is related to the business (including but not limited to suppliers and employees) without written permission from BROKER.
4. BUYER agrees to protect the BROKER'S fee paid by the SELLER for any business disclosed to them by BROKER if either of the following conditions occur:
 - 4.1 BUYER purchases a business disclosed to them by the BROKER without the involvement of BROKER.
 - 4.2 BUYER leases, manages or otherwise becomes involved with a business disclosed to them by BROKER.
5. BUYER agrees that he/she may be personally liable to BROKER for the SELLER'S fee if he/she interferes with BROKER'S contract right to SELLER'S fee. However, if a BUSINESS is purchased through BROKER, then the BUYER owes no fee.
6. BUYER understands that the SELLER has supplied all information without BROKER'S confirmation. It is the BUYER'S responsibility to confirm the accuracy of any and all information provided to the BUYER.
7. BUYER agrees to provide personal, financial and credit information to SELLER upon entering into an Agreement of Purchase and Sale that requires financing by the SELLER.
8. BUYER agrees that by signing this agreement they understand and accept the terms and conditions of the agreement as they apply to any business disclosed to them as identified on a "**Memo Record of Showing**".
9. BUYER agrees that BROKER is an agent for SELLER and has a contract to be paid by SELLER upon the sale, trade, lease or transfer of a business or real property owned by SELLER.
10. BUYER agrees to indemnify and hold BROKER and its agents harmless from any claims or damages which may occur from the inaccuracy or incompleteness of any information provided to BUYER with respect to any business disclosed or purchased.

The BUYER'S signature below acknowledges a complete understanding of ALL terms contained in this agreement and willingness to adhere to the terms and conditions herein. Receipt of a copy of this agreement is hereby acknowledged.

Buyer (Please print): _____ **Signature:** _____ **Date:** _____

Buyer (Please print): _____ **Signature:** _____ **Date:** _____

PROCLIENT Broker/Agent (Name): _____ **Signature:** _____ **Date:** _____