SAN DIEGO NORTH INLAND
KELLERWILLIAMS REALTY

KW COMMERCIAL

Commercial Confidentiality Agreement
KW Commercial SDNI

PLEASE COMPLETE, SIGN, AND RETURN TO
Lloyd Lamere, Managing Director
KWCommercial SDNI
lloydlamere@kwcommercial.com
760-855-5453
CA BRE 01908694 and TX TREC 0385321

It is understood that (client)_____, acting in his or her capacity as an individual, trustee, partner, or entity may be interested in acquiring an ongoing operating business located in the State of Texas pursuant to information presented to the signee by Lloyd Lamere, Managing Director, Broker, KWCommercial, SDNI, and that you have requested certain information provided by the owner(s) or trustee(s) of said business to KW Commercial SDNI or to Lloyd Lamere as "Offering Agent". "Offering Agent" provides the information herein at the express request of the above-named individual who agrees to hold in confidence the information provided. Said information may include, but not be limited to, certain confidential, trade, business, financial or personal data which the Offering Agent has deemed, and has been requested by the owner of the entity involved to convey, to be confidential, but which has been made known by Offering Agent to the above named for the sole and exclusive purpose of providing that information in confidence to potential buyers as information for their "due diligence" regarding the consideration of the purchase of the ongoing business. The information provided has NOT been authenticated by the "Offering Agent" but is believed to be accurate and trustworthy. The "Offering Agent" makes no guarantees express or implied, either to values, sizes of business, financial status, or condition, to the applicability or merchantability, or to the viability of the business for any particular need or usage, nor does "Offering Agent" guarantee, either express or implied, that the ***LaCroix Enterprises Portfolio 2 LLC*** business be worth any specific value, usable for any specific purpose, or able to meet the needs of the above named. *Verification of all information provided shall be the duty of the named individual(s) or entity(ies) in their sole discretion as to whether this business meets their particular needs.*

You are further advised under Texas law that "Offering Agent" may represent both the Owner and Buyer in the sale of a business and/or commercial or investment property, providing "Offering Agent" informs both parties, and that both parties agree to the dual representation. You, as a potential buyer, may obtain your own broker/agent/representative if you so desire but at your OWN EXPENSE. Any transaction that transpires from the information generated by "Offering Agent" may result in the "Offering Agent" earning, and be due payment for, an agreed upon fee or commission, the terms of which are annotated in a separate document or in the property listing documents or in a separate document specifically dealing with Offering Agent compensation and which is not part of this non-disclosure agreement.

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The **OFFERING** is made under the rules of the **Texas State Securities Board (TSSB)** regarding "*Mergers and Acquisitions*" and recently adopted United States **Securities and Exchange Commission** "no action" exemption letter pertaining to Section 15(b) of The Securities Exchange Act of 1934. In 2015 the TSSB created a new registration exemption, Section 139.27 of the Texas Administrative Code, pertaining to Mergers and Acquisitions, that is largely based off the SEC "no action" letter. As such, the new Texas statute, in line with the SEC rule, eliminates the licensing, registration, and filing fees to M&A Dealers both under Texas statutes as well as Federal SEC rules. **Any prospective purchaser should understand that the Offering Agent or Broker in this instance is NOT a licensed SEC or Texas "Securities Broker" and makes no representation that they are.** The Offering is made to "Qualified Individuals or Entities" as defined by IRS rules and individuals or entities who intend, and so declare, that they are going to "actively operate" the LLC as defined by the laws of the State of Texas.

In consideration of "Offering Agent" providing said information, you agree for a period of one (1) year from date signed that any and all negotiations regarding the purchase or acquisition of the ***LaCroix Enterprises Portfolio 2 LLC*** business hereafter presented by "Offering Agent" to named individual or entity shall exclusively be through KW Commercial SDNI, and Lloyd Lamere as "Offering Agent". Should the above signed individual purchase or acquire ***LaCroix Enterprises Portfolio 2 LLC*** within that one (1) year period without the use of the "Offering Agent" Lloyd Lamere and KW Commercial SDNI, then the above signed agrees to compensate "Offering Agent" the same amount stipulated in other documents or per the listing for the property so purchased or leased that had been presented by "Offering Agent" but then later purchased through another means.

ACKNOWLEDGED and AGREED:

By: _____ Date: _____

Print Name: _____ Email: _____

Phone : _____ Address: _____

Signature: (Client)_____

Lloyd Lamere, Managing Director, KWCommercial SDNI
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KW Commercial SDNI
13400 Sabre Springs Suite 100, San Diego, Ca 92128
Corporate CA BRE 01870514

Signature: _____