

## BBANE NON DISCLOSURE and AGENCY RELATIONSHIP AGREEMENT

The undersigned (the Buyer) acknowledges that a broker affiliated with the Business Brokers Association of New England (BBANE) has a valid listing agreement with the owner(s) (the Seller) of the business whereby the Broker has been engaged to represent the Seller in the sale of the Business:

BBANE Listing #: \_\_\_\_\_ Business Description: \_\_\_\_\_

Asking Price \$ \_\_\_\_\_ Referring Office / Broker \_\_\_\_\_ / \_\_\_\_\_

In order to induce Broker and Seller to furnish information regarding the Business (the "Information") to Buyer for Buyer's evaluation and possible purchase of the Business and in consideration for Broker and Seller providing the information, Buyer agrees and warrants to Broker and Seller as follows:

1. The Buyer as used herein shall mean and include the undersigned, individually, and entity as an employee, partner, stockholder, officer, director, agent, adviser, consultants, manager, member or any other capacity whatsoever. The Information as used herein shall include all verbal and written data, reports, records, or materials obtained from the Broker or the Seller.
2. Buyer will not disclose any of the Information to any party other than persons within Buyer's organization, or independent advisers, who have a need to know such Information for the purpose of evaluating the possible purchase of the Business. Buyer agrees to be responsible for the compliance of these other parties with all provisions of this agreement. If Buyer decides not to pursue the proposed acquisition, Buyer will advise Broker of this fact and return to Broker all Information furnished to Buyer without keeping copies of it.
3. Buyer agrees to keep confidential that the Business is for sale, or listed for sale, or that any discussions are taking place concerning a possible sale of the Business. Buyer will not contact the Seller's employees, customers, suppliers or agents, other than Broker, for any reason whatsoever without the prior consent of the Broker.
4. The Information furnished, and to be furnished, is provided by Seller, or based on representations of the Seller, and Broker has made no investigation of it. Buyer releases Broker from any liability or responsibility in connection with the accuracy, completeness, or any other aspect of the Information provided. Buyer agrees that any warranties or representations of the Seller for the Information provided will only be made in a Purchase and Sale Agreement in connection with the purchase of the Business. Buyer accepts sole and final responsibility for the evaluation of the Information and all other factors relating to the Business.
5. Buyer acknowledges and understands that the Broker is acting as the agent of the Seller and that Broker's primary duty is to represent the interests of the Seller. Buyer will present all offers for the business through Broker and conduct all negotiations on any proposed transaction through Broker. Buyer agrees not to take any actions that could interfere with or hinder the collection of Broker's fees in connection with this transaction.
6. Buyer represents that Buyer has sufficient resources to complete the transaction for the asking price and terms. Buyer agrees to provide, upon request by Broker or Seller, financial statements, credit reports, references, and other pertinent information evidencing such financial sufficiency.
7. Buyer will indemnify and hold harmless the Broker and Seller from any and all claims or actions arising from Buyer's acts or failures to act in complying with this agreement, including reasonable attorney's fees and other expenses incurred. This agreement shall be governed by the laws of the Commonwealth of Massachusetts. If any part of this agreement is held to be unenforceable, the remaining portions of this Agreement shall be deemed to be valid and in full force and effect.

Liquid Assets for Investment: \$ \_\_\_\_\_ Net Worth: \$ \_\_\_\_\_ Credit Score or Rating: \_\_\_\_\_

Business Interest or related experience: \_\_\_\_\_

How long have you been looking for a business? \_\_\_\_\_

\_\_\_\_\_  
Name

\_\_\_\_\_  
Date

\_\_\_\_\_  
Address

\_\_\_\_\_  
Phone Home Bus. Mobile

\_\_\_\_\_  
City State Zip

\_\_\_\_\_  
E-mail Address

\_\_\_\_\_  
Signature of Buyer Requesting Information

\_\_\_\_\_  
Listing Office Use