

To: Dinerman Group, LLC  
1000 Circle 75 Parkway, Suite 630  
Atlanta, Georgia 30339  
(404) 631-6344 Phone  
(404) 631-6352 Fax

Justin Dinerman 404-631-6344

Re: Lake Carroll Business Park (173-245 Kilgore Road, Carrollton, Georgia 30116)

This will serve to confirm our understanding and agreement concerning certain material, data, information and the Offering Memorandum (collectively the "Evaluation Material"), which you will make available to us solely in connection with our prospective purchase of the Property from Owner. You are prepared to furnish us with the Evaluation Material, which is not intended to be an offer for the sale of the Property, in connection with discussions and negotiations concerning our prospective purchase of the Property only on the condition that we treat such Evaluation Material confidentially.

The Evaluation Material furnished to us will be used by us solely for evaluating a possible transaction exclusively for our own account, as principal in the transaction and not as a broker or agent for any other person. By acknowledgment of our receipt of this Confidentiality Agreement, we agree that the Evaluation Material is confidential, that we will hold and treat it in the strictest of confidence, that we will not, directly or indirectly, disclose or permit anyone else to disclose this Evaluation Material or its contents to any other person, firm, or entity without prior written authorization of Owner, and that we will not use or permit to be used this memorandum or its contents in any fashion or manner detrimental to the interest of Owner. Photocopying or other duplication is strictly prohibited. All Evaluation Material shall remain the property of the Owner.

Dinerman Group, LLC ("DG") has prepared this confidential Offering Memorandum, which contains brief, selected information pertaining to the business and affairs of the property. This confidential Evaluation Material does not purport to be all-inclusive or to contain all the information which prospective purchaser may desire. Neither Owner nor DG, nor any of its officers, employees, or agents makes any representation or warranty, expressed or implied, as to the accuracy or completeness of this Offering Memorandum or any of its contents, and no legal liability is assumed or shall be implied with respect thereto.

THE OWNER EXPRESSLY RESERVES THE RIGHT AT ITS SOLE DISCRETION TO REJECT ANY OR ALL PROPOSALS OR TERMINATE DISCUSSIONS WITH ANY PARTY AT ANY TIME WITH OR WITHOUT NOTICE.

As a further condition of your providing us with the Evaluation Material for our consideration in connection with a prospective purchase of the Property, we agree that neither Owner, DG, nor any of their affiliates will be responsible for the payment to us or to any third party, representing us for any brokerage commissions of any type whatsoever relating to the purchase of the Property, unless specifically agreed to in writing. In the absence of such an agreement we agree to be responsible for all such commissions.

THIS EVALUATION MATERIAL SHALL NOT BE DEEMED A REPRESENTATION OF THE STATE OF AFFAIRS OF THE PROPERTY OR CONSTITUTE AN INDICATION THAT THERE HAS BEEN NO CHANGE IN THE BUSINESS OR AFFAIRS OF THE PROPERTY SINCE THE DATE OF PREPARATION OF THIS MEMORANDUM.

*If we do not wish to pursue negotiations leading to this acquisition, or if in the future you discontinue such negotiations, we agree to return the confidential Offering Memorandum to DG.*

Accepted by: \_\_\_\_\_  
Signature

On behalf of: \_\_\_\_\_  
Firm

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Date