This is a request for informational materials ("Marketing Brochure") from Franklin Street Real Estate Services ("Broker") that have been prepared regarding the sale **Deland Apartments**, located in **Deland, FL** ("Property") and are intended solely for _____("Prospective Purchaser") and its limited use in considering its interest in purchasing the Property from the Owner.

POTENTIAL PROSPECTIVE PURCHASER AND CO-BROKER (AS HEREINAFTER IDENTIFIED AND DEFINED) HAVE REQUESTED information from Broker for the purpose of evaluating a possible acquisition of the Property by Potential Prospective Purchaser. The owner of the Property has instructed Broker to deliver information concerning the Property, much of which is highly confidential, only to those potential Prospective Purchasers and co-brokers who execute this Agreement.

The following information contained in the Marketing Brochure is proprietary and strictly confidential. It is intended to be reviewed only by the receiving party from Franklin Street Real Estate Services and should not be made available to any person or entity without the written consent of Franklin Street Real Estate Services.

The Marketing Brochure and materials do not purport to contain all the information, which Prospective Purchaser may desire. Neither the Owner nor Franklin Street Real Estate Services makes any representation or warranty, expressed nor implied, as to the accuracy or completeness of the Marketing Brochure or its contents, and no legal liability is assumed or justified with respect thereto.

By signing this Agreement, Prospective Purchaser agrees that it will hold and treat the information contained in the Marketing Brochure in the strictest of confidence; it is intended to be reviewed only by the receiving party from Franklin Street Real Estate Services and should not be made available to any person or entity without the written consent of Franklin Street Real Estate Services, it will not permit the Marketing Brochure, or its contents, to be used in any fashion or manner detrimental to the interest of the Owner, except that Prospective Purchaser may, without the consent of Franklin Street Real Estate Services and Owner, deliver material to Prospective Purchaser's advisors, partners, lawyers and other parties directly involved in Prospective Purchaser's acquisition activities. The information contained in this Marketing Brochure has been acquired from sources we believe to be reliable; however, Franklin Street Real Estate Services has not verified, and will not verify, any of the information contained in this Marketing Brochure, nor has Franklin Street Real Estate Services conducted any investigation regarding these matters and makes no warranty or representation whatsoever regarding the accuracy or completeness of the information provided herein. All Prospective Purchaser's must take appropriate measures to verify all of the information set forth contained in this Marketing Brochure.

The Prospective Purchaser acknowledges that the Owner shall have no obligation to Prospective Purchaser unless and until a written agreement embodying all the terms and conditions of the proposed sale is executed and delivered by Owner and by Prospective Purchaser and, in such event, Owner's only obligation to the Prospective Purchaser will be as and to the extent, if any, provided in such written agreement.

The Owner and Broker expressly reserves the right, at its absolute discretion, to accept or reject any offer and, in any event, no offer shall be deemed to be accepted by Owner until approved in writing by the Owner. The Marketing Brochure 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 the Marketing Brochure.

Prospective Purchaser and Co-broker Acknowledgement & Indemnification:

_____ ("Cooperating Broker") has authorization to represent Potential Prospective Purchaser in connection with the acquisition of the Property and Potential Prospective Purchaser and Co-Broker jointly and severally indemnify Owner and Broker against any other commission claims by brokers other than Co-Broker. Co-Broker further acknowledges that Broker will not pay a commission to anyone who is, acts as, or has an interest of any kind or nature whatsoever, whether contingent or vested, direct or indirect, oral or written, in the Potential Prospective Purchaser, and further acknowledges that Co-Broker will be entitled to fifty percent (50%) of the Gross Commission in the event that Potential Prospective Purchaser closes on the purchase Property. Co-Broker agrees not to show the Property to any person or entity without express authorization from the listing agents or to contact the owner or property manager directly and further agrees to be bound by all of the provisions of this confidentiality agreement.

PROSPECTIVE PURCHASER:

Name/Company: _____

Address: _____

Telephone: _____ Fax Number: _____

BY: _____ Title: _____ Date: _____

Signature: _____

COOPERATING BROKER:

BY: _____

Company: _____ Date: _____

EMAIL: _____ Phone: _____

BROKER: Franklin Street Real Estate Services

BY*: _____ Date: _____

- To Be Filled In After Broker & Client Sign

Please return via fax to Darron Kattan, Bob Goldfinger, or Kevin Kelleher at 813-489-2577

darron.kattan@franklinstreetfinancial.com; robert.goldfinger@franklinstreetfinancial.com; kevin.kelleher@franklinstreetfinancial.com