



CONFIDENTIALITY AGREEMENT

Lodging Property Brokers Inc. has been engaged on behalf of the owner as the exclusive sales agent in connection with the sale of a property identified as Shoreline Cottages located in Mendocino County, California.

The information we will deliver to you will contain selected information pertaining to the business affairs of the property and its contents are of a confidential nature. This information will be available to you on the condition that you execute and return this agreement to: Lodging Property Brokers Inc. at 603 Cabot Way, Napa, California 94559 or to Fax # 707-257-2155

The confidential information does not purport to be all-inclusive or to contain all of the information which a prospective purchaser may desire. Neither the Owner, nor Lodging Property Brokers Inc., nor any of their officers, employees, or agents, make any representations or warranty, expressed or implied, as to the accuracy or completeness of any of its contents, and no legal liability is assumed or shall be implied with respect thereto.

The confidential information is intended solely for your limited use in considering whether to pursue negotiations to acquire the property. This is not intended to be an offer for the sale of the property.

It is the intent of the Owner to sell the business and property "as is" with all its vices and defects. A prospective purchaser is expected to inspect the project and rely upon its own inspection reports and experts in determining the condition of the buildings and in determining the offering price.

You agree that the confidential information is proprietary and confidential, that you will hold and treat it in the strictest of confidence, that you will not, directly or indirectly, disclose or permit anyone else to disclose the confidential information to any person, firm, or entity without prior written authorization of Owner, except that the information may be disclosed to your partners, employees, legal counsel and lenders who need to know the information for the purposes of evaluation of the transaction or pursuant to a court order. You also agree that you will not use or permit to be used the confidential information in any fashion or manner detrimental to the interest of the Owner or Lodging Property Brokers Inc. Photocopying or other duplication is prohibited without the written permission of the Owner or Lodging Property Brokers Inc.

Please initial Buyer (____) (____)

Confidentiality Agreement: Shoreline Cottages, Mendocino County, California

The Owner expressly reserves the right at its sole discretion to reject any or all proposals or expressions of interest in the property and to terminate discussions with any party at any time with or without notice.

If you do not wish to pursue negotiations leading to this acquisition, or in the future you discontinue such negotiations, you agree to return the confidential information and all other information provided to you by the Owner to Dick Lopez, CHB, Lodging Property Brokers Inc., 603 Cabot Way, Napa, CA 94559.

All inquiries and communications with respect to contemplated sale shall be directed to Lodging Property Brokers Inc.

All fees due Lodging Property Brokers Inc. shall be paid by the Owner.

The undersigned acknowledges it is a Principal or an Investment Advisor and will not look to Owner or Lodging Property Brokers Inc. for any fees or commissions. The Undersigned also hereby acknowledges that it has not dealt with any broker other than Lodging Property Brokers Inc. regarding the acquisition of this property, or if it has, hereby agrees to indemnify, defend and hold harmless the Owner and Lodging Property Brokers Inc. against any compensation, liability, or expense arising from claims by any other broker or other party. In addition, the undersigned agrees to indemnify Owner and Lodging Property Brokers Inc. against loss and claims acting out of breach of this agreement.

The confidential information 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 agreement. The undersigned acknowledges that neither Owner nor Lodging Property Brokers Inc. has any responsibility to update the confidential information.

Accepted and Agreed to:

Co. _____ Address _____

By _____ City/St/Zip _____

Name _____ Phone _____

Title _____ Fax _____

Date _____ Email _____

**Please Print, Complete and Fax to 707-257-2155
Thank You for your interest in this Property**