

Publix

BUFFALO WILD WINGS
Great Clips
NAIL SALON
UMAMI WAY

FIVE GUYS
SUPER CHIX
Division of Culinary
JIMMY JOHN'S

LOWE'S

Braselton Village
KENSINGTON (139 HOMES)
CREEKSIDE AT MULBERRY PARK (135 HOMES)

HEARTLAND DENTAL

CHASE

MILLER'S ALE-HOUSE **FIRST WATCH**
FIFTH THIRD BANK
COMING SOON

Hwy 211
20,400 VPD

OFFERING MEMORANDUM

HEARTLAND DENTAL

HEARTLAND DENTAL

BRASELTON (ATLANTA MSA), GA

Marcus & Millichap
TAYLOR MCMINN
RETAIL GROUP

SUBJECT PROPERTY

OFFERING SUMMARY



1046 BRASELTON VILLAGE PARKWAY, BRASELTON, GA 30517

THE OFFERING	
\$4,160,000	5.25%
PRICE	CAP
NOI	\$218,400
RENTABLE SQ FT.	4,200
YEAR BUILT	2025
LOT SIZE (AC)	1.23 AC
TENANT TRADE NAME	Heartland Dental
LEASE GUARANTOR ENTITY	Corporate (1,800 locations)
LEASE TYPE	Absolute NNN Lease
LEASE TERM	12 Years
RENT COMMENCEMENT DATE	December 12, 2025
LEASE EXPIRATION DATE	December 31, 2037
TERM REMAINING ON LEASE	12 Years
RENT INCREASES	10% Increase in Year 6 & 11 and in each of the four, 5 year option periods
NUMBER OF OPTIONS	Four, 5 Year Option Periods
TENANT RESPONSIBILITIES	Taxes, Insurance, Utilities, Roof, Structure, Parking Lot, and HVAC
LANDLORD RESPONSIBILITIES	100% No Landlord Responsibilities

RENT SCHEDULE		
BASE RENT	NOI	RETURN
YEARS 1-5	\$218,400	5.25%
YEARS 6-10	\$240,240	5.78%
YEARS 11-12	\$264,264	6.35%
OPTION RENT	NOI	RETURN
YEARS 13-17 (OPTION 1)	\$290,690	6.99%
YEARS 18-22 (OPTION 2)	\$319,759	7.69%
YEARS 23-27 (OPTION 3)	\$351,735	8.46%
YEARS 28-32 (OPTION 4)	\$386,909	9.30%



INVESTMENT HIGHLIGHTS

OUTPARCEL TO NEW PUBLIX & LOWE'S HOME IMPROVEMENT SHOPPING CENTER

- This Heartland Dental is located on Highway 211 (20,400 VPD) at the signalized entrance to a Publix & Lowe's Home Improvement Shopping Center that opened in 2025.
- The Heartland is part of Braselton Village, a 32AC mixed use development that includes a Publix and Lowe's Home Improvement Shopping Center, 187K SF of retail, 151 homes, and multi-family Communities.

DIRECTLY ACROSS FROM CHATEAU ELAN (500,000 ANNUAL VISITORS)

- The subject property is directly across from Chateau Elan featuring over 2,000 homes, an award winning winery and the 394 room resort.
- Chateau Elan is an award-winning winery and culinary destination nestled in the rolling foothills of North Georgia that attracts over 500,000 visitors annually.

INTERSTATE LOCATION (I-85: 78,000 VPD) SURROUNDED BY NEW DEVELOPMENTS & EXPANSION

- GA DOT is undergoing a widening project of Hwy 211 and Interstate 85. This is a \$141.9M investment that will widen the interstate from 2 lanes to 3.
- Several major residential projects are ongoing or have recently delivered within close proximity to Braselton Village including Broadmoor (384 homes), Kensington (139 homes), and Creekside at Mulberry Park (135 homes).
- Amazon recently opened an approximately 600,000 square foot distribution facility in Braselton, bringing more than 500 full time jobs to the trade area
- Northeast Georgia Medical Center Braselton also recently opened just over a mile from this Heartland Dental (118 Beds & 11,000 staff members)

AFFLUENT NORTH ATLANTA SUBURB | 5 MILE POP GROWTH: 36.38% & AVG. HHI: \$128,235

- Braselton is the seventh fastest growing city in Georgia. The US Census Bureau named Barrow County the 62nd fastest growing county in the United States in 2016.
- The 5 mile population experienced a 36.38% increase between 2010-2020 and has an 11.53% predicted growth rate from 2024-2029.
- The average household income is \$128,235 within a 5 mile radius and \$138,498 within a 1 mile radius.

RARE 12 YEAR ABSOLUTE NNN HEARTLAND DENTAL WITH 10% RENT INCREASES

- This Heartland Dental has a 12 year corporate-guaranteed absolute NNN lease with 10% rent increases in year 6, year 11, and in each of the four 5 year option periods.
- There are no landlord responsibilities or expenses.
- The Tenant is responsible for Roof, Structure, Parking Lot, Insurance, and Utilities.
- Rent is scheduled to commence in December 2025.

HEARTLAND DENTAL | 1,800+ LOCATIONS

- Heartland Dental is the largest dental support organization in the U.S., with over 1,800+ offices in 39 states and over 2,800 doctors.
- In 2024, Heartland Dental opened 136 practices with plans to open over 1,130 additional locations in the future.
- Heartland Dental is majority owned by KKR, the largest global investment company in the world, with over \$496 billion under management.



MICHELIN
RACEWAY
Road Atlanta

750-ACRE MOTORSPORTS COMPLEX
2.54-MILE, 12-TURN ROAD COURSE
140,000 ANNUAL VISITORS & EVENT ATTENDEES
HOME OF PETIT LE MANS & PROFESSIONAL RACING SERIES

Northeast Georgia Medical Center
RECENTLY OPENED
118 BEDS
11,000 STAFF MEMBERS

Braselton Village
BROADMOOR (384 HOMES)
KENSINGTON (139 HOMES)
CREEKSIDE AT MULBERRY PARK (135 HOMES)

carter's
DISTRIBUTION CENTER

FedEx
DISTRIBUTION CENTER

WILLIAMS SONOMA
DISTRIBUTION CENTER

HEARTLAND
DENTAL

Château Elan
(500,000 ANNUAL VISITORS)
2,000 RESIDENTIAL UNITS
394-ROOM LUXURY RESORT
AWARD-WINNING WINERY & CULINARY DESTINATION

Publix

LOWE'S

85 78,000 VPD

TranSouth
LOGISTICS
DISTRIBUTION CENTER

Hampton Inn & Suites
by HILTON

Hwy 211
20,400 VPD

CHASE

KICHLER
DISTRIBUTION CENTER

amazon
500 FULL TIME JOBS
600,000 SF DISTRIBUTION

HAVERTYS
FURNITURE - EST 1885
DISTRIBUTION CENTER

MILLER'S ALE-HOUSE
FIRST WATCH
FIFTH THIRD BANK
COMING SOON

petco
DISTRIBUTION CENTER

MIZUNO
DISTRIBUTION CENTER

ULINE
DISTRIBUTION CENTER

Braselton Pediatrics **DG COUNTRY** INN & SUITES BY RADISSON
AMERIS BANK **Holiday Inn** AN IHG HOTEL
CIRCLE K **RaceTrac** **BURGER KING**

Frank Mulberry River Sports Complex

Cresswind Georgia at Twin Lakes
1,300 SINGLE-FAMILY HOMES
55+ ACTIVE ADULT COMMUNITY

Broadmoor
384 HOMES

Bakers Farm
SUBVISION

Braselton Village
KENSINGTON (139 HOMES)
CREEKSIDE AT MULBERRY PARK (135 HOMES)

KICHLER
DISTRIBUTION CENTER

MIZUNO
DISTRIBUTION CENTER

petco
DISTRIBUTION CENTER

AMERIS BANK
Braselton Pediatrics **DG**

Publix

HEARTLAND
DENTAL

LOWE'S

WNB FACTORY STRAIGHTWAY SOFTWARE
WINGS • BURGERS • TENDERS
Crystal Reports Training
Consulting • Support
CLUB PILATES

BAYMONT
BY WYNDHAM

Holiday Inn
AN IHG HOTEL

BURGER KING

CIRCLE K

RaceTrac

BankOZK

NORTH METRO
BAPTIST CHURCH

BEST FRIEND
VETERINARY HOSPITAL

Hwy 211
20,400 VPD

MILLER'S ALE-HOUSE **FIRST WATCH**
FIFTH THIRD BANK
COMING SOON

Hampton Inn & Suites
by HILTON

CHASE

The Chateau Par

85 78,000 VPD

Chateau Elan
(500,000 ANNUAL VISITORS)
2,000 RESIDENTIAL UNITS
394-ROOM LUXURY RESORT
AWARD-WINNING WINERY & CULINARY DESTINATION

85 **INTERSTATE LOCATION**
I-85: 78,000 VPD
\$141.9M HIGHWAY WIDENING PROJECT
HWY 211 & I-85 EXPANSION TO 3 LANES
HIGH-TRAFFIC CORRIDOR WITH ONGOING
INFRASTRUCTURE INVESTMENT



TOWN OF
BRASELTON

Sienna on the River
113 UNITS

Publix®

Broadmoor
384 HOMES

Braselton Village
KENSINGTON (139 HOMES)
CREEKSIDE AT MULBERRY
PARK (135 HOMES)



HEARTLAND
DENTAL

BEST FRIEND
VETERINARY HOSPITAL

CHASE

FIVE GUYS
SUPER CHIX
JIMMY JOHN'S

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WNB FACTORY
WINGS • BURGERS • TENDERS
STRAIGHTWAY SOFTWARE
Crystal Reports Training
Consulting • Support
CLUB PILATES

Chateau Elan
(500,000 ANNUAL VISITORS)
2,000 RESIDENTIAL UNITS
394-ROOM LUXURY RESORT
AWARD-WINNING WINERY &
CULINARY DESTINATION

Hwy 211
20,400 VPD

KICHLER
DISTRIBUTION CENTER

Mizuno
DISTRIBUTION CENTER

petco
DISTRIBUTION CENTER

Holiday Inn
AN IHG HOTEL

Chateau Elan
(500,000 ANNUAL VISITORS)
2,000 RESIDENTIAL UNITS
394-ROOM LUXURY RESORT
AWARD-WINNING WINERY & CULINARY DESTINATION

Braselton Village
KENSINGTON (139 HOMES)
CREEKSIDE AT MULBERRY PARK (135 HOMES)

WNB FACTORY STRAIGHTWAY SOFTWARE
WINGS • BURGERS • TENDERS Crystal Reports Training Consulting • Support
CLUB PILATES

Bank OZK

BAYMONT
BY WYNDHAM

Hampton Inn & Suites
by HILTON

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Great Clips
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FIVE GUYS
SUPER CHIX
Jimmy John's

CHASE

MILLER'S ALE-HOUSE **FIRST WATCH**
FIFTH THIRD BANK
COMING SOON

Publix

The Chateau Par

Hwy 211
20,400 VPD

HEARTLAND
DENTAL

BUFFALO WILD WINGS Great Clips®
NAIL SALON
UMAMI WAY

LOWE'S

mizuno
DISTRIBUTION CENTER

petco
DISTRIBUTION CENTER

WNB FACTORY STRAIGHTWAY SOFTWARE
WINGS · BURGERS · TENDERS Crystal Reports Training
Consulting · Support
CLUB PILATES®

FIVE GUYS
SUPER CHIX
Children & Custard
JIMMY JOHN'S

MILLER'S ALE HOUSE **FIRST WATCH**
FIFTH THIRD BANK
COMING SOON

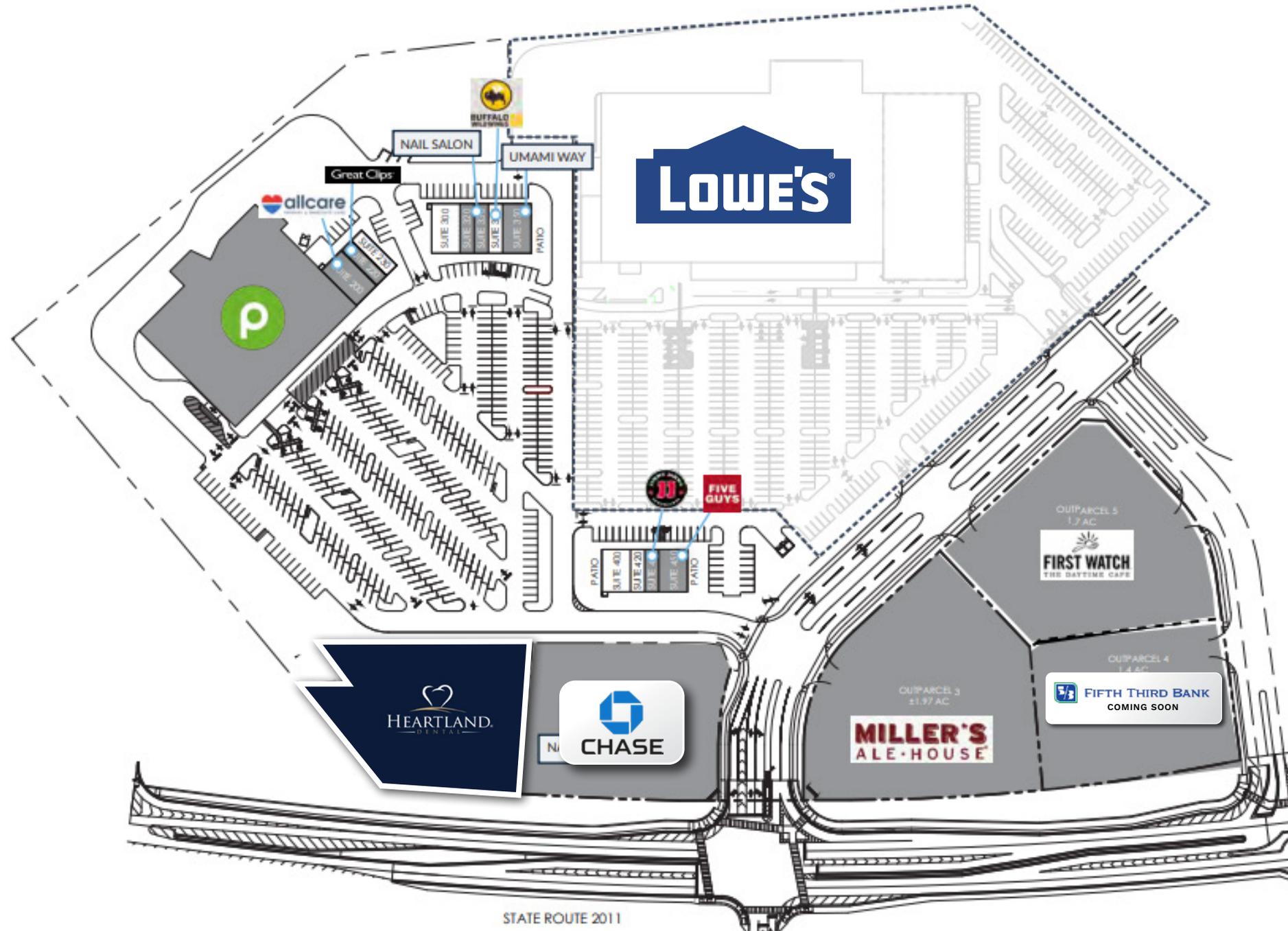
Publix®

CHASE

HEARTLAND DENTAL

 **Hwy 211**
20,400 VPD

SITE PLAN



CONSTRUCTION PROGRESS NOVEMBER 2025



TENANT SUMMARY



1,800+
DENTAL OFFICES

39
STATES

\$5.0 B
REVENUE (2024)

2,800
DOCTORS

1997
FOUNDED

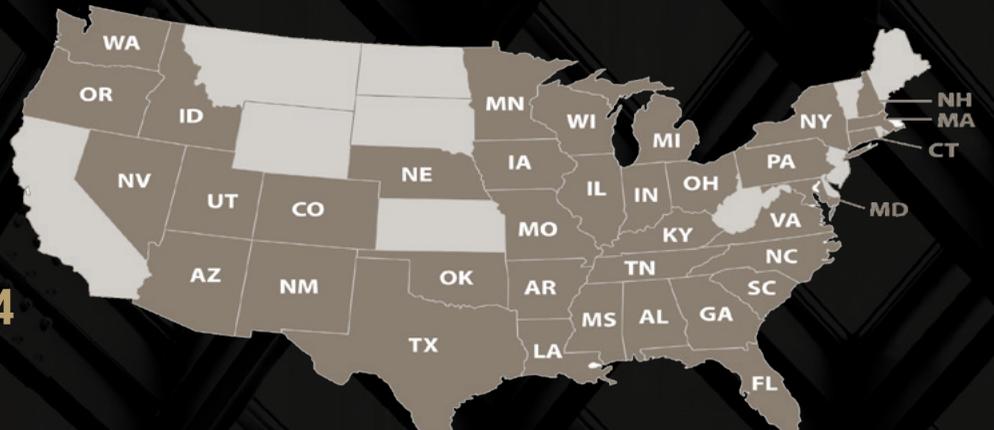
EFFINGHAM, IL
FOUNDED

HEARTLAND DENTAL HAS 1,800 LOCATIONS IN 39 STATES

Heartland Dental, the nation's largest dental support organization, experienced record growth in 2024, now supporting over 2,800 doctors across 1,800+ offices in 39 states and DC. The company added 105 new state-of-the-art dental practices and 31 leading dental practices through affiliations, enhancing access to dental care with over 1,130 new operatories. It launched Heartland Dental University for extensive clinical and leadership training and rolled out cutting-edge AI technology through VideaHealth in collaboration with Henry Schein One.

Heartland Dental Celebrates a Year of Growth and Innovation in 2024

[CLICK TO READ ARTICLE](#)



REPRESENTATIVE



TOWN OF
BRASELTON

Château Élan

BRASELTON, GEORGIA

A DESTINATION-DRIVEN GROWTH NODE ON I-85

Braselton converts metro-Atlanta scale into local spend, powered by healthcare, resort tourism, and logistics. Within five miles of the site, households direct \$2.75 billion in annual expenditure—fuel for daily-needs retail and experiential uses. The trade area sits on the doorstep of the \$571 billion Atlanta MSA (approx. 6.4 million people), extending reach to corporate, leisure, and group demand while benefiting from Hartsfield-Jackson’s 110 million annual passengers. Across the street, Château Élan Winery & Resort anchors year-round visitation—500K+ guests annually—after a \$25 million design transformation that elevated ADR and guest experience. Regional draw is amplified by Michelin Raceway Road Atlanta (~320,000 visitors/year) and the expanding NGMC Braselton hospital platform (a \$4.2 billion regional economic driver), forming a durable, multi-sector demand engine minutes from the subject.

\$2.75B

5-MILE

HOUSEHOLD
EXPENDITURE

\$4.2

BILLION

NGMC BRASELTON
ECONOMIC IMPACT

720K

VISITORS

COMBINED ROAD
ATLANTA CHÂTEAU ÉLAN
ANNUAL VISITORS

MAJOR ECONOMIC DRIVERS & DISTRIBUTION CENTERS



CHÂTEAU ÉLAN



CHÂTEAU ÉLAN • 3,500 AC • 500+ VISITORS/YR • ACROSS FROM SUBJECT PROPERTY



Amazon Fulfillment Center

Regional-Scale Jobs + Logistics Gravity

Amazon's new Braselton fulfillment center elevates the corridor's logistics profile, anchoring daily truck traffic and payroll in the trade area. The ~600,000 SF facility is configured to pick, pack, and ship large-format items—think décor, sporting goods, and garden tools—broadening the region's distribution mix. The project brings 500+ full-time jobs with day-one benefits and reflects statewide support for growth in Jackson County. Together, it signals durable industrial demand and repeat trip generation for nearby retail.

Northeast Georgia Medical Braselton

First New GA Hospital in 20 Years

NGMC Braselton is a 235,000 SF, 100-bed hospital that opened April 1 and instantly became the healthcare anchor for the area. It delivers 26 specialties—including heart & vascular, ortho, neuro, surgery, cancer, and emergency—capturing daily patient and visitor trips within minutes of the site. Designed with Lean process flow and tracking toward LEED, the campus was shaped with extensive community input and includes wellness-oriented features like trails and educational space. As Georgia's first new hospital in two decades, it's a long-horizon magnet for medical offices, services, and supportive retail.

Residential Surge

4,386 Units Driving Daily-Needs Spend

Sixteen active/planned communities are delivering a deep bench of rooftops around Hwy 211—fuel for everyday retail, dining, and services. The pipeline totals 4,386 units, led by large age-restricted and master-planned neighborhoods and complemented by multiple for-sale phases nearby. Headliners include Village at Deaton Creek (1,144), Del Webb at Chateau Elan (730), and the multi-phase Broadmoor program, among others. This breadth of product supports steady absorption and repeat trip frequency for center tenants.

600K SF

MODERN FACILITY

500+

JOBS CREATED

235K SF

HEALTHCARE ANCHOR FOR AREA

100+

BEDS

26

SPECIALTIES

4,386

TOTAL UNITS ACROSS 16 PROJECTS

1,144

UNITS VILLAGE AT DEATON CREEK 1ST LARGEST IN DEVELOPMENT

730

UNITS DEL WEBB AT CHATEAU ELAN 2ND LARGEST IN DEVELOPMENT

MARKET DRIVERS

BRASELTON, GA



Phase III of I-85 Widening Jackson & Banks

The State's latest I-85 expansion adds a continuous third lane in both directions for ~13 miles between US-129 and SR-441—cutting bottlenecks and improving freight and commuter flow in Braselton's primary corridor minutes from the site. The project also replaced/widened key bridges, accelerating regional access for employers, visitors, and

13 MILES
COMPLETED

3+
LANES IN
EACH DIRECTION

"Avalon-Style" Megaproject Arcadia 347

Fully entitled, 108-acre mixed-use plan positioned to eclipse Avalon/Battery scale—bringing ±1,540 homes, a 200-room hotel, and ~783,000 SF of retail/commercial space to the Braselton/Buford growth seam near I-85. Site work is underway, with delivery staged to capture sustained population and income growth in the trade area.

108 AC
DEVELOPMENT

1,540+
HOME

200+
ROOM HOTEL

783K+
RETAIL &
COMMERCIAL
SPACE

Château Élan

Château Élan Gets a Posh Makeover

The 3,500-acre resort across from the subject has completed a \$25M transformation—refreshing guest rooms, lobby, F&B, and public spaces to elevate design and guest experience, drawing a broader, higher-spend visitor base. With 500K+ annual visitors, its upgraded profile reinforces year-round demand for nearby retail and services.

\$25M
RENOVATION

3,000+
ACRE DESTINATION

500K+
ANNUAL
VISITORS

1985
OPENED

Michelin Raceway

Road Atlanta

Georgia's premier road course (2.54 miles, 12 turns) draws ~320,000 visitors annually for marquee events like Motul Petit Le Mans and Drift Atlanta, plus racing schools and corporate programs—channeling year-round visitation and spend into Braselton lodging, dining, and services.

320K+
VISTORS/YEAR

50+
YEARS OF
EVENTS

FORTUNE 500 & CORPORATE OFFICES LOCATED IN ATLANTA



 **Hartsfield-Jackson**
Atlanta International Airport. **BUSIEST AIRPORT
IN THE WORLD**



6.1 MILLION
MSA POPULATION
9th Most Populous MSA
in United States

\$571 BILLION
GROSS DOMESTIC PRODUCT
The largest economy in Georgia
10th in United States

\$9 BILLION
FILM INDUSTRY
Direct Spending for Atlanta's
Established Film Industry

126,400+
NEW JOBS
Added to Atlanta Area in
last year

Atlanta is the hub and economic engine of the Southeast, which is the fastest growing region in the U.S. The city's thriving economy and job base, coupled with its high quality and low cost of living, make it an ideal destination to draw young and educated talent from all parts of the country. Diversified investments from corporations, as well as state and local governments, make Atlanta an ideal place to conduct business. Currently there are 18 Fortune 500 companies that call Atlanta home, which include the recently relocated

Mercedes-Benz and State Farm Insurance headquarters. Bolstering the city's economic appeal, Atlanta is also home to the busiest airport in the world, Hartsfield-Jackson Atlanta International Airport, which handles more than 75 million passengers per year. The Atlanta film industry is booming and has become a major player in the entertainment world. In 2023, it is projected to generate a total economic impact of over \$9 billion, creating jobs and making a dynamic contribution to the Atlanta Metro economy.

DEMOGRAPHIC SUMMARY

POPULATION	1-MILE	3-MILE	5-MILE
2029 Projected Population	1,493	22,281	50,458
2025 Estimated Population	1,317	19,493	45,243
Growth 2022-2027	13.33%	14.30%	11.53%
2020 Census Population	1,091	15,996	38,620
2010 Census Population	476	11,212	28,317

DAYTIME POPULATION	1-MILE	3-MILE	5-MILE
2025 Estimate Population	960	22,873	39,837

HOUSEHOLDS	1-MILE	3-MILE	5-MILE
2029 Projected Households	467	7,831	17,848
2025 Estimated Households	411	6,824	15,974
2020 Census Households	336	5,446	13,410
2010 Census Households	158	3,872	9,659

HOUSEHOLD INCOME	1-MILE	3-MILE	5-MILE
2025 Est. Average HH Income	\$138,498	\$130,811	\$128,235
2025 Est. Median HH Income	\$120,217	\$112,115	\$110,421

HOUSEHOLDS BY INCOME	1-MILE	3-MILE	5-MILE
2025 Estimate			
\$200,000 or More	13.08%	15.32%	14.11%
\$150,000 - \$199,999	21.96%	16.59%	15.21%
\$100,000 - \$149,999	31.88%	23.38%	25.58%
\$75,000 - \$99,999	17.18%	13.35%	13.69%
\$50,000 - \$74,999	9.08%	12.54%	12.54%
\$35,000 - \$49,999	3.16%	8.05%	7.69%
\$25,000 - \$34,999	1.43%	4.16%	4.21%
\$15,000 - \$24,999	0.95%	3.66%	3.63%
\$10,000 - \$14,999	0.66%	0.90%	1.15%
Under \$9,999	0.61%	2.05%	2.20%

OCCUPIED HOUSING UNITS	1-MILE	3-MILE	5-MILE
2029 Projected			
Owner Occupied Housing Units	80.85%	79.93%	82.84%
Renter Occupied Housing Units	11.96%	15.18%	12.50%
Vacant	7.20%	4.89%	4.67%
2025 Estimate			
Owner Occupied Housing Units	80.94%	80.07%	83.00%
Renter Occupied Housing Units	11.87%	15.08%	12.39%
Vacant	7.20%	4.86%	4.61%
2020 Estimate			
Owner Occupied Housing Units	81.29%	80.22%	83.25%
Renter Occupied Housing Units	11.50%	15.00%	12.23%
Vacant	7.21%	4.78%	4.52%



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Marcus & Millichap

TAYLOR MCMINN
RETAIL GROUP

MARCUS & MILLICHAP REAL ESTATE INVESTMENT SERVICES OF FLORIDA, INC. ("MARCUS & MILLICHAP")

JOHN LEONARD BROKER OF RECORD 1100 ABERNATHY RD., N.E. BLDG. 500, STE. 600 ATLANTA, GA 30328

P: (678) 808-2700 LIC #: 252904 JOHN.LEONARD@MARCUSMILLICHAP.COM

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Marcus & Millichap

TAYLOR MCMINN

RETAIL GROUP

Dated:

Don McMinn
Marcus & Millichap
1100 Abernathy Road, NE, Suite 600
Atlanta, GA 30328

Phone: (678) 808-2762
Fax: (815) 550-1286
don.mcminn@marcusmillichap.com

Re: 1046 Braselton Village Parkway, Braselton, GA 30517 (Heartland Dental)

Dear:

Please accept this offer to purchase the above referenced Property. This letter expresses Purchaser's interest in purchasing the Property under the following terms and conditions:

Purchaser _____

**Purchaser's
Address** _____

**Purchaser's
Phone/Fax** _____

**Purchaser's
Email Address** _____

Offer Price _____

Earnest Money \$50,000 earnest money deposit due within forty-eight (48) hours of the Effective Date of the Contract with an additional \$50,000 deposited at the expiration of the Inspection Period (\$100,000 Total). The Earnest Money shall become non-refundable barring any other listed contingencies at the expiration of the Inspection Period.

Inspection Period 21 Calendar Days from the Effective Date, which shall mean the date on which the latter of the parties executes a Contract. All available Due Diligence Documents ("Documents") will be forwarded immediately upon the Effective Date of the Contract.

Purchaser's Initials _____ Seller's Initials _____

Financing Period
(Please Check One)

All Cash (No Financing Period)

Financing: Purchaser shall have ten (10) days from the Effective Date of the Contract to apply for and obtain a financing commitment. In addition, Purchaser shall have 30 days from the effective date of the contract to complete loan processing. Purchaser shall use its best efforts to secure and obtain a new first mortgage loan in the amount of \$_____ on terms which are acceptable to Purchaser.

Closing Date

Within 10 Calendar Days after the expiration of the Inspection Period (or Financing Period if applicable).

Closing Costs

Seller shall pay for the transfer tax. Buyer shall pay for Title. Purchaser and Seller shall each bear its own attorneys expenses. All other Closing Costs shall be split 50-50 between Buyer and Seller.

Property Condition

Property is being sold "AS IS" with Seller making representations or warranties concerning the property.

Contract within 10 days:

Within Ten (10) Calendar Days of the Effective Date of this Letter of Intent, Purchaser and Seller shall enter into a binding Contract (the "Contract"). Seller will Draft the Contract and Failure to reach an agreement will allow the Seller to consider this agreement void and accept offers from other parties.

Broker Commission

Purchaser acknowledges that Purchaser has employed _____, ("Purchaser's Brokers") to represent them in this transaction. Any commissions due the Purchaser's broker (if applicable) shall be paid by the Seller directly.

1031 Exchange

Purchaser is / is not (check one) completing an IRS 1031 Tax Deferred Exchange, to which the Seller agrees to cooperate providing there is no cost or expense to Seller. Purchaser has \$_____ in an exchange account from a transaction which closed escrow on _____. Purchaser will provide Seller, upon request, proof of such funds.

Confidentiality

Purchaser and Purchaser's agents and representatives hereby covenant with Seller that Purchaser and Purchaser's agents and representatives shall not, without the prior written consent of Seller (which consent may be withheld in Seller's sole and absolute discretion), disclose to any other person (other than Purchaser's accountants and attorneys) or entity by any means whatsoever: (i) any information pertaining to the Documents; (ii) any information pertaining to the Contract; or (iii) any information or documentation

Purchaser's Initials _____ Seller's Initials _____

(written or oral) provided by Seller or Seller's agents and representatives concerning Seller, Seller's business, Tenant, Tenant's business or the Property.

This Letter of Intent is contingent upon the prospective Purchaser's willingness to execute Seller's standard Purchase Agreement as well as review and approval of the details of the transaction proposed above by the appropriate principal parties of the Seller.

It is understood and agreed that the foregoing constitutes a *Letter of Intent* setting forth the major business points from our discussions. It is further understood that neither party intends to create any contractual rights or obligations as a result of entering into this *Letter of Intent*. No binding agreement or rights or obligations shall arise as the result of executing this letter or with respect to the proposed transactions, unless and until we execute definitive documentation incorporating the above provisions and other appropriate terms.

If the foregoing accurately reflects our discussions, please acknowledge same by returning a signed copy of this letter. Execution of this Letter of Intent by the undersigned agent in no way binds or obligates the Seller or any of its principals.

Agreed and Accepted | Purchaser

By: _____

Printed: _____

Dated: _____

Agreed and Accepted | Seller

By: _____

Printed: _____

Dated: _____