

Re: Confidentiality Agreement

Dear Sir or Madam:

Nick Totah of Marcus & Millichap ("Broker") has been granted the exclusive right to market and sell the property located at **1852-66 Bacon St, 5000-32 Niagara Ave, San Diego, CA 92107** (the "Property"). You, on behalf of _____ (Buyer), and the cooperating broker, on behalf of _____ ("Cooperating Broker"), have requested information to evaluate a potential purchase of the Property (the "Proposed Transaction"). To receive an offering memorandum ("Offering Memorandum") or other information relating to the Proposed Transaction, please read, sign, and return this confidentiality agreement ("Agreement") to Broker.

Purpose

Buyer and Cooperating Broker agree that their receipt and review of the Confidential Information shall be for the sole purpose of assisting Buyer in evaluating the Property and the Proposed Transaction. This Agreement is intended to allow the parties to discuss the Confidential Information and evaluate the Property while protecting the Confidential Information against unauthorized or detrimental use or disclosure.

Confidential Information

As used herein, the term "Confidential Information" means any and all information provided to Buyer, Cooperating Broker, or their representatives related to the Property, its tenants, and/or the seller of the Property ("Seller") and specifically includes the Offering Memorandum and the information contained therein.

Non-Use and Nondisclosure

Buyer and Cooperating Broker agree not to use any Confidential Information for any purpose other than the purpose described above and not to disclose any Confidential Information to any third party without the consent of Seller or Broker.

Indemnification

Buyer and Cooperating Broker shall indemnify and hold Seller and Broker harmless from any claims, causes of action, or liabilities related to any commissions, brokerage fees, referral fees, or finder's fees claimed by any person or entity representing Buyer or Cooperating Broker in the Proposed Transaction.

Signatures

If you are in agreement with the foregoing, please indicate by signing and returning one copy of this Agreement, whereupon this Agreement will constitute our agreement with respect to the subject matter hereof.

Sincerely,

Marcus & Millichap

AGREED AND ACCEPTED:**Buyer:**

Signature: _____

Print Name: _____

Title: _____

Phone: _____

Email: _____

Cooperating Broker:

Signature: _____

Print Name: _____

Title: _____

Company: _____

Phone: _____

Email: _____