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George & Company is a division of Central Mass Escrow Services, Inc., a Massachusetts Corporation  
65 James Street, Worcester, MA 01603 USA T: (508) 753-1400 F: (508) 799-9544 E: [cemerson@georgeandco.com](mailto:cemerson@georgeandco.com) W: [www.georgeandco.com](http://www.georgeandco.com)

### CONFIDENTIALITY/NON-DISCLOSURE AGREEMENT

In connection with your consideration of the possible investment/acquisition of **Non-Disclosed – Central MA Fine Wines, Specialty Craft Liquors - Beers - Food Retail Shop**, George & Company (G&C) has been exclusively retained by the Company to represent the Sale of their Business. Accordingly, we will be representing their interest in any negotiations should you wish to pursue the investment/acquisition of the Company. G&C will furnish you with information from the Company, which may be non-public, proprietary, and confidential in nature. As a condition to your being furnished the foregoing, you agree to treat it and all other information, unless in the public domain, that G&C subsequently agrees to furnish to you (hereinafter collectively referred to as the Confidential Business Report (CBR) in accordance with the provisions of this Agreement.

You hereby agree that the CBR will be used solely for the purpose of evaluating a possible investment/acquisition by you of the Company or some or all of its assets and that such information will be kept confidential by you and your authorized representatives; provided, however, that any such information may be disclosed by you to advisors who may need to know such information for the purpose of your evaluation of any such possible acquisition, it being understood that you agree to keep and to cause such representatives to keep the CBR confidential.

In addition, without the prior written consent of G&C, you will not nor will your officers, directors, employees and advisors disclose to any person either the fact that discussions or negotiations are taking place concerning a possible investment/acquisition by you of the Company or any of their terms, conditions, or other facts with respect to such possible acquisition, including the status thereof. It is understood by you that disclosure of information contained in the CBR or facts regarding these negotiations or discussions to competitors, suppliers, employees, customers or any other person could be extremely adverse to the Company. All (i) communications regarding this possible transaction, (ii) requests for additional information, (iii) requests for facility tours or management meetings, and (iv) discussions, or questions regarding this transaction, will be submitted or directed only to G&C. In the event that you or your agents, employees and/or representatives, circumvent or attempt to circumvent G&C, by dealing directly or indirectly with the Sellers, then you could be held liable for full payment of our commissions and/or fees, plus any interest and associated expenses to G&C.

You understand and acknowledge that any and all information contained in the CBR is being provided without any representation or warranty, express or implied, as to its accuracy or completeness. It is further understood that the scope of any representations and warranties to be given by the Company will be negotiated along with other terms and conditions in arriving at a mutually acceptable form of definitive agreement should discussions between you and the Company progress to that point.

In the event you do not proceed with this transaction, we ask that you kindly return to G&C, and/or show proof you have destroyed all written materials containing or reflecting any information contained in the CBR. You further agree that you have not retained copies, extracts or other reproductions in whole or in part of such written material all documents, memoranda, notes, and other writing whatsoever prepared by you or your representatives based on the information contained in the CBR have been destroyed.



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Additionally, no information in the CBR may either directly or indirectly be used for your demonstrable monetary benefit. You hereby agree to indemnify and hold harmless G&C for any damages as adjudicated by a Court of Law that G&C may sustain resulting from the failure by you, your directors, officers, employees to comply fully with the terms of this Agreement. This Agreement has been initiated for the benefit of the Client/Business and its shareholders and shall be governed and construed in accordance with the laws of the Commonwealth of Massachusetts. This agreement will terminate 2 (two) years from the date of its first signature.

**Financial Capacity & Capability**

Our Client requires that all potential buyers/investors possess, and be fully agreeable to disclose self or investor financial capacity and capability to enter into this transaction prior to being provided full-disclosure of company confidential information. **Necessary cash or equivalents for this transaction are approximately \$75,000 - \$100,000.**

**Interested Party Information**

_____ Name	_____ Signature (Individually)	_____ Company/ Position
_____ Street Address	_____ City	_____ State & Zip Code
_____ Email	_____ Telephone	_____ Fax

\_\_\_\_\_  
Acquisition/Investment Funds Available

\_\_\_\_\_  
Source of Funds

***(Please attach Confidential Financial Disclosures)***

If you are in agreement with the foregoing, please complete the required information below and return the fully executed Agreement.

Intending to be legally bound, the undersigned has confirmed and personally agreed to the provisions contained above this \_\_\_\_\_ day of \_\_\_\_\_, 2018.

Very truly yours,

*Chip Emerson*

M&A Intermediary & Advisor

GEORGE & COMPANY, a div. of Central Mass. Escrow Services, Inc.