

THE GRAY RIDER REAL ESTATE COMPANY

143 Longview Drive. Chatham, NY 12037

BUSINESS FOR SALE ADVERTISING AND MARKETING SERVICES AGREEMENT

The Gray Rider Real Estate Company is a full service Real Estate and Business Brokerage with office coverage from 8:00AM to 6:00PM, seven days a week. We hold ourselves to the highest standards of service and professionalism to our clients and our main purpose is to represent you and present your business and/or commercial property in the best possible light to the community, to potential buyers, and to other Realtors and Business Brokers. We know that selling your business and/or commercial property can be a very intrusive experience. That's why we will make it as simple and as pleasant as possible for you while identifying the right Buyer. We will assist you with the sale of your business and/or commercial property from the initial consultation meeting to the closing table when your business and/or property is actually sold.

Please consider the following reasons why the Gray Rider Real Estate Company should market your business and/or commercial property:

We will enter your business and/or commercial property onto a wide variety of our local, national business-commercial and international websites, so brokers and potential buyers browsing the Internet will be aware of your business and/or commercial property. Our websites are consistently one of the first websites to come up on an Internet search of this area and we are now receiving well over 1,000,000 hits per month from all the websites.

Your business and/or commercial property will appear on the following websites:

www.GrayRiderCommercial.com
www.NewYorkBusinessBroker.com
www.BizBuySell.com (database for all businesses, commercial and income properties)
www.LoopNet.com (database for all businesses, commercial and income properties)
www.ShowCase.com (database of commercial and income properties by CoStar)
www.GasStations-ForSale.com (for Gas Station, C-Store and other businesses)

Your business or commercial property will also appear in the Business/Commercial Section of the following websites:

www.GrayRider.com
www.GrayRiderRealEstate.com
www.GrayRider.org
www.ColumbiaCountyNewYork.com
www.GrayRider-International.com
www.WorldPropertiesForSale.com

In addition, we now offer individual domains and WebSites for each of our real estate listings such as: www.NYLaundromatForSale.com or www.GasStation4Sale.com

Pricing your business and/or commercial property is both an art and a science. Achieving the optimal price is the result of both objective research into comparable businesses/properties and a gut feeling about your business/property as well as an analysis of the current market conditions. The first step in listing your business and/or property will be for us to conduct an accurate Business and/or real estate valuation to see what it is actually worth, or you as the owner/seller will set the price.

Your business and/or commercial property will be immediately submitted to Business Broker and Commercial Real Estate databases (some are listed above) and or our local Multiple Listing Service so that other business brokers and real estate salespersons can assist us in selling your business and/or commercial property almost immediately.

We do not recommend that signs be placed on active businesses.

We will develop a color brochure on your business and/or commercial property for other brokers and potential buyers that can either be mailed to them or instantly emailed to them when they make an inquiry about your property. We will screen and qualify all prospective buyers.

We will follow up on all inquiries to give you feedback on things you should know.

We will call or email you regularly to keep you informed about the general market activity and the specific activity on your business and/or commercial property.

We will send you copies of all emails sent to people making inquiries about your business and/or commercial property.

We will represent you "exclusively" in all negotiations with buyers, to get the best possible price and the best possible terms.

We will assist the buyer of your business and/or commercial property with arrangements for financing, as necessary. We will keep in touch with the lender to assure all documents are in place and all deadlines have been met.

We will require that all offers from buyers are in writing and must be accompanied by a deposit which will be held in our escrow account.

NOTE: WE REQUIRE SOLE AND EXCLUSIVE RIGHT TO MARKET AND SELL YOUR BUSINESS DURING THE TERMS OF THE AGREEMENT:

You, as the Seller, must agree to give us an 'Exclusive Right to Market and Sell' your business and/or commercial property during the term of this agreement, which means that you cannot sell your business and/or commercial property directly to a buyer by yourself. We spend quite a bit of time, money and effort in marketing your business and/or property and sometimes unscrupulous buyers send their relatives or friends to meet with sellers to make a direct deal with them, excluding us, even though they found out about the business through our advertising and marketing services.

Our normal listing term is 12 months commencing on the day and year set forth on the following pages.

Our listing fees are set between 5% and 7%, depending on the location of the business and the level of service required of us, by the seller.

Our minimum fee is \$5,000. for those businesses being offered for sale for \$100,000. Or less.

Seller agrees to pay the Broker a transaction fee in the amount agreed to in the marketing agreement if either of the following occurs:

1. Broker produces a purchaser ready willing and able to purchase the BUSINESS on the proposed terms set forth above or agreed to by the Seller during the terms of this agreement.
2. After the expiration date of this agreement and during the 3 months thereafter, the Seller sells the BUSINESS to a purchaser who was shown the BUSINESS by the Broker or one of his sub-agents during the term of the agreement.

NOTE: Our standard Marketing/Advertising Services fee for our efforts in selling your business (with or without the real estate is a minimum of \$5,000.00, plus 5% of the total sales price of the business above \$100,000. that is payable to us only if the 'business' is sold to a buyer or client located and identified by our company. Inventory amount is not included for commission purposes, only the sale price of the business and/or real estate.

If the above terms are acceptable and you want us to market and advertise your business and/or property, just complete the questionnaire on the following pages. There are two questionnaires included (1 for gas stations and 1 for other businesses). Please select the one that applies to you and ignore the other one.

When the questionnaire form is completed please email it back to John Wallace at the Gray Rider Real Estate Co at: John@GrayRider.com

Or you can fax it to us at 1-877-875-5704. If you have any questions about this form, please call me at: 518-392-7062

John Wallace
The Gray Rider Real Estate Co.
143 Longview Drive
Chatham, NY 12037

BUSINESS FOR SALE QUESTIONNAIRE (non-gas station questionnaire)

NAME OF BUSINESS: _____

TYPE OF BUSINESS: _____

ADDRESS OF
BUSINESS/STATION: _____

OWNER CONTACT INFORMATION

NAME OF OWNER: _____

MAILING ADDRESS: _____

TELEPHONE: _____

EMAIL ADDRESS: _____

BUSINESS INFORMATION

ASKING PRICE FOR BUSINESS: _____

IS THE REAL ESTATE INCLUDED? _____

Business Operation:

Years Established: _____

Size of Land Parcel/Lot: _____

Size of Building in SQFT: _____

Number of Employees: FT: _____ PT: _____

Hours of Operation: _____

Average Gross Sales per month: _____

Average profit margin: _____ %

Other income (ATM's, Lottery, etc): _____

Average Monthly Expenses:

Electricity: _____ Credit Card: _____

Heat: _____ Insurance: _____

Rent: _____ Employees: _____

Trash/ Maintenance: _____ Cost of Goods: _____

Required Licenses: _____ Other: _____ \

Other: _____

If paying rent, how many years remain on the lease? _____

Is there an annual increase in the monthly rent built into the lease? _____ If there is, how much _____

Is the lease Triple Net where you are also responsible for Insurance and Real estate taxes? _____

If Yes to the above questions, what are the monthly real estate taxes \$ _____

Value of any Business Inventory: _____

Will you provide Short Term Inventory Financing?: _____

If Yes to above, what are the financing terms: _____

If you deal with any distributors – identify the main ones:

COMMENTS/QUESTIONS: _____

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GAS STATION AND C-STORE QUESTIONNAIRE (for Gas Stations Only)

NAME OF GAS STATION BUSINESS: _____

**ADDRESS OF
BUSINESS/STATION:** _____

OWNER CONTACT INFORMATION

NAME OF OWNER: _____

MAILING ADDRESS: _____

TELEPHONE: _____

EMAIL ADDRESS: _____

BUSINESS INFORMATION

ASKING PRICE FOR BUSINESS: _____

IS THE REAL ESTATE INCLUDED? _____

Business Operation:

Years Established: _____

Size of Land Parcel/Lot: _____

Size of Building in SQFT: _____

Number of Employees: FT: _____ **PT:** _____

Hours of Operation: _____

Gallons of gas sold per month: _____

Gallons of Diesel sold per month: _____

How much do you make per gallon(Average): _____

Do you set your own gas prices: _____

If you do not set your own prices, what is your commission: % _____

Average C-store sales per month: _____

C-Store - average profit margin: _____%

Other income (ATM's, Lottery, etc): _____

Tank information (how old, how many gallons, type, is there a monitoring system in place?): _____

What is the Gas Brand?: _____

Is there a canopy?: _____

How many pumps/MPDs: _____

Average monthly expenses:

Electricity: _____ Credit Card: _____

Heat: _____ Insurance: _____

Rent: _____ Employees: _____

Trash/Maintenance: _____ Other: _____

Do you charge more at the pump for Credit card purchases? _____
If you do, how much more: _____

If paying rent, how many years remain on lease? _____

Is there an annual increase in the monthly rent built into the lease? _____ If it is, how much _____

Is the lease Triple Net where you are also responsible for Insurance and Real estate taxes? _____

If Yes to the above questions, what are the monthly real estate taxes \$ _____

Value of C-Store Inventory: _____

Will you provide Short Term Inventory Financing?: _____

If Yes to above, what are the financing terms: _____

Is there an existing contract with a distributor?: _____

Name and Address of Distributor: _____

If Yes, How long is the contract with the distributor and what are the terms and expiration date?: _____

Is there a gas security deposit required for the new buyer to give to distributor?

If yes, how much is it? _____

Will the buyer also have to pay you for any gas remaining in the tanks at the time of sale? (Yes or No) _____

COMMENTS/QUESTIONS: _____

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The Gray Rider Real Estate Co.
143 Longview Drive
Chatham, NY 12037

THE GRAY RIDER REAL ESTATE COMPANY LLC

EXCLUSIVE RIGHT TO ADVERTISE, MARKET AND SELL AGREEMENT (page 1 of 2)

NOTE: You, as the Seller, must agree to give us an 'Exclusive Right to Advertise, Market and Sell' your business and/or commercial property during the term of this agreement, which means that you cannot sell your business and/or commercial property directly to a buyer by yourself. We spend quite a bit of time, money and effort in marketing your business and/or property and sometimes unscrupulous buyers send their relatives or friends to meet with sellers to make a direct deal with them, excluding us, even though they found out about the business through our advertising and marketing services.

This exclusive Right to Advertise, Market and Sell Agreement is made between THE GRAY RIDER REAL ESTATE COMPANY LLC (hereafter "Independent Marketing and Advertising Agent") located at 143 Longview Drive, Chatham, New York 12037, represented by JOHN W. WALLACE

and

_____ (hereafter "the owner") of the following business

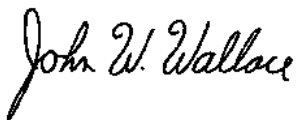
and/or Real Estate known as: _____,

located at: _____

_____ who agree to the following:

1. The Owner authorizes the Independent Marketing and Advertising Agent to advertise and otherwise market, on an exclusive basis, the above named business and or real estate.
2. The Owner will provide support to the Independent Marketing and Advertising Agent by arranging for an authorized person to meet potential buyers at the business, in order to show the property.
3. This agreement shall commence on the date of signing this agreement and shall continue for 12 month unless terminated by mutual agreement, or by the terms outlined in paragraph #4 below.

Parties to This Agreement: Please initial or sign below:



By: _____ By: _____
John W. Wallace - Agent (date) Owner (date)

By: _____
Owner (date)

THE GRAY RIDER REAL ESTATE COMPANY LLC

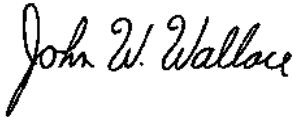
EXCLUSIVE RIGHT TO ADVERTISE, MARKET AND SELL AGREEMENT (page 2 of 2)

4. The Owner may withdraw the EXCLUSIVE RIGHT TO ADVERTISE, MARKET AND SELL AGREEMENT at any time upon thirty (30) days written notification to Independent Marketing and Advertising Agent.

5. The Independent Marketing and Advertising Agent's "client referral email message" will entitle the Independent Marketing and Advertising Agent to an advertising and marketing fee for a period of six months from the date of termination of this contract only if the Owner subsequently sells the property to an individual(s) stipulated in the Independent Marketing and Advertising Agent's "Client referral email message."

6. **Marketing/Advertising Fee: The Owner will pay the Marketing Agent a minimum of \$5,000.00, as a Marketing/Advertising Fee** for those businesses for sale for \$100,000 or less, or _____% (to be determined) of the total sales price of the business and/or real estate above \$100,000. (does not include the inventory) for advertising and marketing services only if the 'business' is sold to a buyer or client located and identified by the Independent Marketing and Advertising Agent.

Parties to This Agreement: Please initial or sign below:



By: _____ By: _____
John W. Wallace - Agent (date) Owner (date)

By: _____
Owner (date)