



BUSINESS MARKETING CONSULTANTS

MERGERS & ACQUISITIONS IN THE COMMUNICATING ARTS

300 Carlsbad Village Drive, Bldg. 108A-305, Carlsbad, CA 92008

Phone (760) 730-3400, Fax (760) 720-3698

CONFIDENTIALITY AGREEMENT

The information contained in the financial and business information you have requested is being presented only to qualified prospective purchasers and their representatives for the purpose of allowing interested parties to evaluate the acquisition, merger or investment in the Company being represented by Business Marketing Consultants.

The customers and employees of the firm are unaware that the Company is available and it is the intention of the Company to conduct all negotiations in connection with the sale of the business on a highly confidential basis which will preserve the successful continuous operation of the company and its competitive position in the industry without causing any concerns to members of the present management and staff and without allowing any industry rumors to be initiated which might disturb the excellent relationship which the Company currently enjoys with its suppliers and customers.

Accordingly, the undersigned acknowledges that all information disclosed by the Company is of a highly sensitive and confidential nature and the receipt of this information by the undersigned places the undersigned in a special position of trust with respect to the Company and its consultants. The undersigned agrees not to disclose any information which it may acquire in connection with its investigation and evaluation of information in any manner which would cause damage to the Company, not to use this information to gain unfair competitive advantage or directly compete in the Company's market (where undersigned is now in competition) and agrees not to disclose any of this information to any one except in connection with the analysis and evaluation of the information in connection with the possible acquisition of the business.

The term "information" shall not include information which (1) becomes generally available to the public other than as a result of disclosure by you, any of your affiliates or officers, (2) was available to you on a non-confidential basis prior to its disclosure to you by BMC or the Company, or (3) becomes available to you on a non-confidential basis from a source other than BMC or the Company, who, is not bound by any agreement of confidentiality with BMC or the Company.

The undersigned agrees, except as part of a bona fide offer, not to solicit for employment any employees, sales representatives or officers of the Company for a period of one year from the date of signing below. Receiving the financial and sensitive business information puts the undersigned in a special position of trust that you can not violate for personal or business gain.

The undersigned acknowledges that this agreement shall be legally binding upon the undersigned, its officers, principals, employees, outside consultants and all others involved in the analysis and evaluation of this information in connection with the possible acquisition of the Company, and agrees that the Company will have the right to apply to any court of competent jurisdiction for a restraining order or such other relief as may be appropriate to reinforce the terms of this agreement and may look to the undersigned for any compensatory or punitive damages, including court costs and attorneys fees which may result from any breach of this agreement.

The information which is being provided to the undersigned has been furnished by the Company and, while it is considered to be accurate and reliable, it cannot be guaranteed. The prospective purchaser should therefore, carefully and independently verify all facts, financial data and other information regarding the Company.

The undersigned further agrees that all negotiations in connection with the acquisition, merger or investment in this Company are to be conducted only through Business Marketing Consultants.

BUSINESS MARKETING CONSULTANTS:

Stephen J. Kerr
President

BUYER/AGENT:

Contact: _____

Firm: _____

Address: _____

City/ST/Zip: _____

Telephone: _____

Email: _____

Signature: _____

Date: _____