

Instructions for Buyers

Thank you for choosing Broker Dealer Market, Inc. as a partner in helping you achieve your goal. Purchasing a BD can be a time consuming and stressful process, particularly the first time. Broker Dealer Market, Inc. has put together this package to help. In it, you will find the confidentiality agreement, a detailed description of the purchase process, and escrow instructions. Please note, BROKER DEALER MARKET, INC. is a finder service and as such, has no dealings in the 1017 package or Due Diligence. Claims on listings of being clean or up to date are the claims of the seller, not of BROKER DEALER MARKET, INC.

Please begin by filling out the confidentiality form and faxing it back to us. This form will allow us to release pertinent information to you about the firm you are interested in. Once you have done so, please read the “procedures”. These pages will tell you what to expect, and being so informed, you will have fewer surprises.

Should you have any questions, please don't hesitate to call. BDM will go the extra mile to meet your needs. Over the last 21 years, Broker Dealer Market, Inc. has assisted thousands of people, and facilitated thousands of transactions. Our proprietary methods, when applied correctly, normally lead to a smooth, efficient transaction with minimal stress. We look forward to being of assistance, and helping you achieve your goals.

Welcome to BROKER DEALER MARKET, INC.

Sincerely Yours,
 Mark Harris
 President / CEO
 BROKER DEALER MARKET, INC.

Table of Contents	
Introduction Page	- Pg. 1
Sell in 31 days	- Pg. 2
Buyers Check List	- Pg. 5
Buyers Profile Page	- Pg. 8
Confidentiality Form	- Pg. 9
Procedures Page	- Pg.10
Buyers Agreement	- Pg.13

PROSPECTIVE BUYERS, SELLERS AND AFFILIATED PERSONS THEREOF (COLLECTIVELY THE "PARTIES") SHALL NOT CONSTRUE THE CONTENTS HEREIN AS LEGAL ADVICE OR ANY OTHER KIND OF ADVICE. EACH PARTY SHOULD CONSULT ITS OWN LEGAL COUNSEL AND BUSINESS ADVISOR AS TO ALL OF THE MATTERS RECITED HEREIN. PRIOR TO THE CONSUMMATION OF ANY TRANSACTIONS, IN WHOLE OR IN PART, CONCERNING THE PURCHASE AND SALE OF BROKER DEALER'S, THE PARTIES WILL EACH BE REQUIRED TO REPRESENT THAT THEY HAVE SOLELY RELIED UPON THEIR OWN INDEPENDENT INVESTIGATION AND THEIR OWN INDEPENDENT LEGAL COUNSEL AND BUSINESS ADVISORS AND NOT ON ANY INFORMATION OR REPRESENTATIONS MADE HEREIN OR OTHERWISE BY BROKER DEALER MARKET, INC.

Sell Your BD in 31 Days

Change of Ownership or Control

FINRA does not require prior approval of changes of ownership or control. The 30 day advance notice requirement specified in FINRA Rule 1017(c) is a method of giving the staff prior notice that the change will occur and permits the staff to analyze the change of ownership and render a decision based on the standards of FINRA Rule 1014. A member firm may effect the change before the decision is issued, but the District Office may impose interim restrictions on the member firm that would remain in effect until the application is decided. In the event of a denial or lapse, new owners (if the transaction has been consummated) may not conduct business.

What does this mean for you? This is great news and it comes direct from FINRA. A Seller of a broker dealer must have a clean record, no outstanding arbitrations or anything else that FINRA would look at and question. The Buyer of a broker dealer must know that there is nothing past or present that would cause FINRA to deny him from being approved at the CMI (Continuing Membership Interview). He must have a clean record, quality business plan and all pertinent licenses (7, 24, etc.) in place to conduct business. If the above items have been met, the broker dealer can be purchased on the 31st day following the receipt of the seller's letter of his intentions to sell his broker dealer. Does this apply to anyone purchasing a broker dealer? You must understand that this is not for everyone. A few things to consider are experience, licenses and net capital. FINRA requires you to have a minimum of two years supervisory experience. You cannot simply acquire your 24 license and expect to run a broker dealer. If the broker dealer you are considering buying is licensed to conduct business for a license that you do not have, you will most likely have restrictions placed on you. Net capital needs no explanation.

There are two things to remember. The first is, the seller MUST send his letter to FINRA of his intentions to sell his broker dealer and include in the letter the buyers information; Name, address, phone number, etc. The letter must be in the sellers FINRA district office a minimum of 30 days before any final closing can take place. The second is, the buyer needs to begin working on his 1017 package right away. The 1017 package is an extremely lengthy, tedious and important process. If not done correctly, this could slow down the entire approval process or stop it all together. Below are a few questions and answers to help clear up any questions you may have.

FAQ's

1. **Question:** We have read and re-read the above paragraph. Is this the gospel of how a transaction can be completed?
 - **Answer:** Yes, this has been very carefully worded to avoid confusion.
2. **Question:** If a member firm is buying a member firm and both are in good standings with FINRA, can the transaction be completed after the 30 day notification period?
 - **Answer:** Yes, the transaction can be completed, pending review and approval. A restriction may be placed on the new owner if they do not have all of the necessary licenses with two years or more experience in each required principal, necessary net capital and a full business plan and an approved written compliance manual.
3. **Question:** Can the new owner conduct business upon completion of the transaction?
 - **Answer:** Yes, if all licenses are in place. I would suggest that the business conducted by both firms be done separately until final approval.
4. **Question:** If both Seller and Buyer have clean records with FINRA and they meet restriction and net capital requirements, is there any reason why the entire transaction cannot be completed following the 30-day period?
 - **Answer:** FINRA must review each change of ownership for all of the reasons discussed. If FINRA finds no problems - Yes it could be completed after the 30 day period. The main thing is to have all required documentation submitted in a timely fashion.
5. **Question:** What, if a Registered Rep wants to buy a Broker Dealer?
 - **Answer:** If the RR or a member of his group has the necessary licenses with two years experience and meets all of the criteria we have discussed, the transaction will be approved. However, it may take more time to receive an approval for an RR than it would for a member firm to a member firm. Again having the required documentation submitted in a timely fashion is the key.
6. **Question:** If the buyer is from outside the industry or as in question number 5 is a Registered Rep and wants to purchase an existing BD, can that individual take control of the BD after the 30-day period?
 - **Answer:** Yes, this individual can complete the purchase, but will be subject to full background checks, including the Patriot Act as well as all of the requirements we have discussed. Although a RR (series 7) can own a broker dealer, a RR (series 7) cannot run a broker dealer. One of two things must be in place for the broker dealer to operate:

1. The RR (series 7) must purchase a broker dealer where the present 24 license will stay on and run the broker dealer until the RR (series 7) acquires his own 24 license and the required minimum 2 years experience or,
 2. The RR (series 7) must hire a 24 license with at least two years experience until the RR (series 7) can gain his 24 license and two years experience.
7. **Question:** We have discussed an outright 100% purchase, but what about a 20% - 80% purchase. If a full purchase can be completed what are the advantages of buying 20% and completing the other 80% at a later date?
- **Answer:** We see numerous 20% - 80% proposals. Since the purchase agreement states or should state the terms, we view that as a 100% transaction. It usually indicates that the purchaser does not have the full capitalization, licenses or their full plan in place and there is an urgency to continue existing business without interruption. This creates two transactions that may delay final approval. Once again, if your buyer and seller are members in good standing or the buyer has qualified principals and all of the other things we have discussed, the new owner can take control subject to final approval, which will be forthcoming unless we find a problem.
8. **Question:** What is one of the main reasons for a slow down in the approval process?
- **Answer:** As we have stated, be sure the entire package is complete before submitting it to your FINRA district office. Most delays are caused by having to go back to the BD or purchaser for items that were incorrect or missing. Make sure your documentation is correct, it is better to have a delay prior to submitting rather than having FINRA find a discrepancy, omission or background problem. This raises a red flag.

BROKER DEALER MARKET, INC.

2180 Satellite Boulevard, Suite 400-25

Duluth, GA 30097

Website: www.bdmarket.com

Tel: 678-835-9002 • Toll Free 800-454-0629 • Fax: 678-815-1524

Buyers Check List

Please check the box's as you proceed through the process.

A person must possess a series 24 license with a minimum of 2 years to run a broker dealer.

1. The Seller.

- Broker Dealer Market, Inc. (BDM) will get you in touch with the seller that either you have chosen from our listings or a seller that BDM contacted you about that may be of interest to you.
- Have a positive approach to the seller. A negative or pushy attitude can turn off a seller immediately.

2. Early Discussions.

- Do your own verbal due diligence with seller, whether by phone or in person, to make sure he/she is a fit for you and you feel comfortable with the seller.
- Ask pertinent questions. This is where you will determine whether you would like to proceed further in negotiations.
- Answer questions honestly. You will not be the only one asking questions. It is important to the seller that the buyer:
 - Has the funds to complete the purchase.
 - **Has a series 24 license with a minimum of two years experience** and a series 27 license or have someone with a series 27 license at least on a part-time basis
 - Has a clean record and will qualify with FINRA and receive approval.

3. Due diligence package.

- You must place a good faith deposit into BDM's escrow account to receive the due diligence package from the seller. This is policy and as such is not open for discussion.
- ** The seller is being told "DO NOT send out the due diligence package until BDM tells you the deposit is in." **
- Go through the due diligence package carefully and thoroughly enough to make you feel comfortable about the BD or determine that it may not be what you are looking for. However, it should not take that long to see what you need to see.
- You may or may not have discussions with the seller concerning any questions you have about the due diligence package.

4. Agree on terms of purchase.
- At this point, you have completed your due diligence and are ready to go ahead with the purchase. Is this going to be 100%, 20%-80%, or 100% in 31 days?
 - All parties concerned must be involved in working out the details of the purchase. Keep in mind that if you are asking the seller to stay on and continue to run the BD, the seller should be compensated under a separate Management Agreement.
 - Be realistic in your goals. Do not sink your own ship by asking for something that is not reasonable. This has been done before, and is offensive to the seller and could result in intense arguments, which will go nowhere quick.
 - If you are purchasing a Producing broker dealer, all offers must be made through BROKER DEALER MARKET, INC.
5. Notice to FINRA.
- At this point, the seller must send his minimum 30-day notice to FINRA of his intentions to sell the BD.
 - Included in this letter is the buyers contact info that will be forwarded to the buyer's district. The buyer's district will send the buyer the requirements of the 1017 package.
 - Although it is not the buyers' responsibility to send the letter, BDM would suggest that you ask the seller if the letter has been sent. This may fix a problem before it occurs.
6. Purchase Agreement.
- Once the purchase details have been agreed upon, you will need to draw up a purchase agreement. BDM will be happy to supply you with a "Plain Vanilla" purchase agreement. Simply let us know whether you need a 100% or 20% - 80% agreement.
 - BDM will also supply you with a "Plain Vanilla" management agreement if needed.
 - Of course, if you have your own attorney, he may provide them to you as well.
- IMPORTANT
- Although BDM is more than happy to send you these documents, we can only send them to you if we are informed by you or the seller that you need them.
 - BDM advises that if you use an attorney that it be a Securities Attorney or someone who is extremely familiar with the rules of FINRA.
 - Before ANY purchase agreement is sent to FINRA, it must be sent to Mark Harris to review for items that may cause a flag and slow down the process.
7. 1017 Package.
- It is the buyers' responsibility to complete and submit the 1017 package to his FINRA district.
 - It is imperative that you Promptly begin your 1017 package. The key to a smooth process is sending FINRA a complete, accurate and prompt 1017 package.
 - The main problem that buyers have been running into is:
 - A submitted 1017 package that was completed improperly or the omission of necessary items required by FINRA.
 - If you do not feel 100% completely comfortable with being able to complete the 1017 package correctly, we recommend that you hire a securities consultant to assist you in this process.

8. Closing



- Before a closing can occur all of the companies stock as well as all of the purchase funds must be put into the escrow account.
- If it is a 20/80 purchase, the buyer and seller must inform Mark Harris (678) 835-9002 or (800)454-0629 to release 20% of funds to Seller and 20% of Stock (Stock powers) to the buyer.
 - Same applies when you are ready to close the remaining 80%.
- If it is a 100% purchase, the buyer and seller must inform Mark Harris (678) 835-9002 or (800)454-0629 to release 100% of funds to Seller and 100% of Stock to the buyer.

Special Notes:

- Before a 100% or the remaining 80% closings, the seller must have already sent the letter to FINRA as referenced in #5 above.
- BDM receives it's commission at the first closing, whether a 20% - 80% or a 100 % purchase.

BROKER DEALER MARKET, INC.

2180 Satellite Boulevard, Suite 400-25

Duluth, GA 30097

Website: www.bdmarket.com

Tel: 678-835-9002 • Toll Free 800-454-0629 • Fax: 678-815-1524

BUYERS PROFILE (PLEASE PRINT OR TYPE)

DATE: _____

NAME: _____ CRD #: _____

ADDRESS: _____

CITY: _____ STATE: _____ ZIP: _____

TELEPHONE: _____ FAX: _____

YOUR EMAIL ADDRESS: _____

1. DO YOU HAVE A PREFERENCE AS TO LOCATION OF BD? _____

2. TYPE OF BD INTERESTED IN (\$5K, \$25K, \$100K) NET CAPITAL: _____

3. DO YOU WANT TO MAKE MARKETS? _____

4. WHAT INSTRUMENTS WOULD YOU LIKE TO SELL?

5. WOULD YOU LIKE PRINCIPALS TO STAY ON? _____ HOW LONG? _____

6. DO YOU WANT BRANCH OFFICES? _____

7. DO YOU WANT TO BUY OR MERGE? _____

8. HOW MANY LICENSES DO YOU HOLD? _____ LIST PLEASE: _____

9. ARE THERE ANY SPECIAL QUALITIES YOU ARE LOOKING FOR THAT WE NEED TO BE

AWARE OF? _____

WHEN COMPLETED, FAX DIRECTLY TO MARK HARRIS 678-815-1524 OR EMAIL MARK@BDMARKET.COM. PLEASE INCLUDE YOUR CONFIDENTIALITY & NON-CIRCUMVENTION AGREEMENT AS WELL AS THE POTENTIAL BUYERS AGREEMENT. THANK YOU.

BROKER DEALER MARKET, INC.

2180 Satellite Boulevard, Suite 400-25

Duluth, GA 30097

Website: www.bdmarket.com

Tel: 678-835-9002 • Toll Free 800-454-0629 • Fax: 678-815-1524

CONFIDENTIALITY AND NON-CIRCUMVENTION AGREEMENT

Please fill out the information requested below, note number of firm, sign and fax or email back. We will put you in touch with the Seller. Ask the questions you wish to ask. Take notes to be used in Purchase Agreement. Only ask for one or two at one time.

- All Offers Must Be Made In Writing To Be Faxed Or Emailed To BROKER DEALER MARKET, INC. No Offer Can Be Made On Section I; These Are Non-Negotiable.
- I have Read and Understand the Buyers Instructions.
- The undersigned agrees (1) to use the same Escrow Agent as the Seller, (2) **THAT ALL OFFERS AND COUNTER-OFFERS MUST BE DIRECTLY SUBMITTED TO BROKER DEALER MARKET, INC. FOR PRESENTATION TO THE OTHER PARTY.** Any violation of this agreement will lead to legal action and to notification to FINRA/SEC. For any legal questions, contact our attorney, Bruce Green (954) 522-8554.

The undersigned individual and/or corporation has requested proprietary information from BROKER DEALER MARKET, INC. the Sales Agent for Broker Dealers, which are for sale. The Buyer agrees that the information to be revealed (name of firm, the principal(s) of firm, the financial reports, the price asked, even the fact that the company is for sale) shall remain the property of Broker Dealer Market, Inc. and will be kept in complete confidence. The Seller agrees not to release to others the name of the potential Buyer. Further, the undersigned agrees not to circumvent BROKER DEALER MARKET, INC., or enter into any agreement directly, and or indirectly, with a Seller (Buyer) introduced by BROKER DEALER MARKET, INC.

The escrow deposit (the "Escrow Deposit") of the Buyer with Broker Dealer Market, Inc., shall automatically be released from escrow and paid to BDM concurrently with the receipt by the Buyer of shares of capital stock and/or option(s) to acquire shares of capital stock of the Seller's firm, any funds paid to the Seller, any business transacted by the buyers through the sellers firm or any buyer having been licensed by the sellers firm. Such payment to BDM shall be applied in whole toward the amount due from Seller to BDM. Any additional amounts to BDM shall be promptly paid when due on First Closing from the additional proceeds paid by the Buyer. Notwithstanding anything contained herein to the contrary. Seller alone shall be responsible for the fees and commissions paid or payable to BROKER DEALER MARKET, INC. in connection with or relating to the contemplated transaction. The Escrow Deposit of the Buyer with Broker Dealer Market, Inc. is fully refundable if transaction is not completed prior to first closing. If first closing is achieved, deposit will be refunded minus fees due BROKER DEALER MARKET, INC.

Broker Dealer Market, Inc. is appointed as Escrow Agent, for the Sale/Purchase of the company. Broker Dealer Market Escrow account will be used for deposits or Bank-to-Bank Transfers.

This agreement shall be governed by and construed and enforced in accordance with the laws of the State of Georgia, without giving effect to principles of conflict of laws. The parties hereto expressly submit themselves to binding arbitration, and agree that, all disputes arising out of this agreement should occur solely, in the venue and jurisdiction of the American Arbitration Association located in Atlanta, Georgia. Any arbitration award so rendered shall not include punitive damages, however, the prevailing party shall be reimbursed for its reasonable attorney's fees and other related costs, including the costs of any arbitration hearings.

INFORMATION NEEDED FOR INTRODUCTION TO SELLER

Please **PRINT clearly** or **TYPE** the information on potential BUYER as it will appear on Purchase Agreement

Name (Print or Type)

Company Name

Title **CRD#**

Company Address

The Firm that interests me (us) is (Please place the number of the Firm from list below):

City State Zip

Phone Fax

E-Mail Address

Date

PLEASE SIGN AND FAX BACK FOR FILE (678) 815-1524

Name of Individual to receive the:

Buyers Authorized Signature

Due Diligence package: _____

Tel. No.: _____

For Purchase Agreement: _____

Tel. No.: _____

BROKER DEALER MARKET, INC.

2180 Satellite Boulevard, Suite 400-25

Duluth, GA 30097

Website: www.bdmarket.com

Tel: 678-835-9002 • Toll Free 800-454-0629 • Fax: 678-815-1524

OUTLINE OF PROCEDURE FOR PURCHASING A BD

Note Well: A buyer must have his 24 series license with a minimum of two years experience to run a broker dealer.

1. Select the firm you desire from monthly list.
 - a. We can only allow a buyer to deal with one BD at a time. Please do not ask for several.
2. Phone or fax our office to make sure that it is still on the market.
 - a. These firms move quickly and are removed from the market by a deposit. Deposits will remove BD from market only 10 business days, then deposit is returned upon authorization of buyer and BD goes back on the market. If more time is needed to complete due diligence, call us for an extension.
3. BROKER DEALER MARKET, INC. will confirm its availability and fax a confidentiality agreement and "non-circumvent" agreement for signature of authorized officer.
 - a. The seller needs to know the buyer and insists on confidentiality. BD market is the sales agent and escrow agent and requires a non-circumvention protection. Seller will be put in touch with buyer by phone or visit, at which time buyer can decide if he/she wishes to proceed any further. All offers must be faxed to BD market for presentation to seller. Failure to do this is a serious violation of the circumvention agreement.
4. Buyer is requested to FedEx or wire **\$20,000** to our escrow account for all broker dealer's to receive the Due Diligence package from the seller. Deposit should be in escrow before seller releases his due diligence package to potential buyer. For very large BD's the escrow is at Chase Manhattan bank in New York with an interest bearing account and a lengthy escrow agreement under the supervision of Ron Brescia at Tel: (516) 228-3214.
 - a. Experience has proven that nine out of ten potential buyers who put up a good faith deposit proceed to a "close". Good faith deposit is totally refundable throughout entire sales process, unless a first closing has been achieved. If a first closing has been achieved, the deposit will be returned minus BROKER DEALER MARKET, INC.'s commission, which is paid at first closing. It will be refunded to potential buyer upon written request unless an extension is requested. Seller will notify FINRA of his negotiations in writing. BROKER DEALER MARKET, INC. will remove the BD from other buyers for 10 business days, unless an extension is requested.
5. Seller will FedEx a due diligence package with SEC, FINRA, corporate and financial information, after we have notified the seller that potential buyer has signed the confidentiality and has placed the good faith deposit in escrow.
 - a. The buyer (or his attorney) is expected to make sure that the BD is in full compliance. BROKER DEALER MARKET, INC. accepts no responsibility for assertions made by either buyer or seller. Claims on a listing of being "clean or up to date" are the claims of the seller and not BROKER DEALER MARKET, INC. **Due diligence is the burden of the buyer and the seller. BROKER DEALER MARKET, INC. is a finder service and as such has no dealings with the Due Diligence or the 1017.**

6. We recommend that you call the state securities commission. The commission of corporations and FINRA to get assurance that the firm is in compliance.
 - a. Much of the information is contained in the due diligence Package.
7. Make sure your attorney is aware of non-circumvent or agency Agreement existing with us (non-circumvent (buyer) agency agreement (seller)). We will send him standard rough drafts of purchase agreement, which you and/or he can adapt.
 - a. Buyer or his attorney can draw up the purchase agreement. Our attorney and the seller will review it. Both buyer and seller must agree with all changes and sign faxed agreement before hard copies are prepared. Closing can take place when signed agreement, closing funds and all outstanding stock are in escrow.
8. If you are buying a “shell” (clean, up-to-date BD, no production, no sales people), you will have only 30 days to supply FINRA of your district with all the necessary documents (ask us for the 5 page list of what they require. The seller must notify FINRA of a change in equity (of more than 25%) or any change in management or business plans at least 30 days before the change can take place.
9. If you are trying to buy a BD in which management will stay in place from 4 to 6 months. It is possible to buy 20% of the BD and have that approved and ask seller for a 4-6 months exclusive option to purchase the remaining 80% when, as, and if the district approves you to take over control and management of the BD. The seller can sponsor you and your reps and maybe set up a branch or an OSJ and you can take more time to qualify with his/her help. All the stock and all the purchase price must be put into escrow at the time of signing the purchase agreement. The seller has the responsibility of notifying his FINRA district at least 30 days prior to the exercising of the option.
10. It is still possible to buy 100% of a producing BD, but the seller must notify his district at least 30 days prior to selling. The buyer has only 30 days to provide his district all the information (6 page list of requirements) and a letter to FINRA assuring the regulators that he will not use the BD in any way until he has been approved at a change in management interview in his district.
11. **Note well.** The seller, when selling twenty percent (20%), must notify his FINRA district of the sale and send information on who the buyer is. A u4 or other identification form may suffice in some districts. In others, seller and the buyer may have to drop by the district office and introduce the buyer. Ask your examiner.
12. Buyer (or his attorney) will prepare five (5) hard copies. Buyer will sign all five (5) copies and send to seller who will sign and return two (2) copies to buyer and one copy to this office. Both parties need to file a copy with their FINRA district office.
13. “Closing” takes place in escrow account. All books, records, files are FedExed to buyer upon closing by the seller. Seller must not remove net capital from the BD until buyer has time (2 to 3 days) to set up the new net capital account.
14. At closing, it is important to buyer to make sure that seller has paid commission, as contracted with BDM, otherwise it will become a lien against the BD being sold and can stop transfer of ownership, or create a lengthy delay in opening the BD. Please make sure that your attorney is aware of this.
15. Buyer should make sure that he receives and reviews our “Atlanta letter”, which lists all the requirements of FINRA regulators before a change in membership interview can take place.

16. Until you are up and running, feel free to call us. If in doubt, please call.
17. We strongly recommend that you use a securities consultant to lead you through the paperwork and prepare you for any meeting FINRA may request. We have a list of 10 or more experienced consultants.
18. Please fax or FedEx all communications.
19. Any change in listed price, commission, or mark-up requires a consultation with our attorney - BRUCE GREEN (954) 522-8554.
20. The escrow deposit of the buyer with BROKER DEALER MARKET, INC. (BDM) shall be automatically released from escrow and paid to BDM concurrently with the receipt by the buyer of shares of capital stock and/or seller to receive any payment thereon. Such payment to BDM shall be applied in whole toward the amount due from the seller to BDM.

PROSPECTIVE BUYERS, SELLERS AND AFFILIATED PERSONS THEREOF (COLLECTIVELY THE "PARTIES") SHALL NOT CONSTRUCT THE CONTENTS HEREIN AS LEGAL ADVICE OR ANY OTHER KIND OF ADVICE. EACH PARTY SHOULD CONSULT ITS OWN LEGAL COUNSEL AND BUSINESS ADVISOR AS TO ALL OF THE MATTERS RECITED HEREIN. PRIOR TO THE CONSUMMATION OF ANY TRANSACTIONS, IN WHOLE OR IN PART, CONCERNING THE PURCHASE AND SALE OF BROKER DEALER'S, THE PARTIES WILL EACH BE REQUIRED TO REPRESENT THAT THEY HAVE SOLELY RELIED UPON THEIR OWN INDEPENDENT INVESTIGATION AND THEIR OWN INDEPENDENT LEGAL COUNSEL AND BUSINESS ADVISORS AND NOT ON ANY INFORMATION OR REPRESENTATIONS MADE HEREIN OR OTHERWISE BY BROKER DEALER MARKET, INC.

POTENTIAL BUYER'S AGREEMENT

*** IMPORTANT ***

THE FOLLOWING AGREEMENT MUST BE SIGNED, DATED AND FAXED BACK TO BROKER DEALER MARKET, INC. BEFORE INFORMATION ON SELLERS CAN BE RELEASED

Prior to releasing information on Sellers of Broker Dealers on our Listing, this form must be read, signed and dated by prospective Buyer and faxed back to us. Seller will be alerted that prospective Buyer will be contacting them.

We have been alerted by our attorneys that a few of the callers are just “tire kickers” and that some others—without the necessary funds—have tried to take over listed Broker Dealers on an “earn out” basis—without any cash being paid to either Seller **or** Broker Dealer Market, Inc. Our attorneys will file an injunction against those who violate their agreements and will notify the regulators to defer any closing.

I have read the Buyer's Procedures and agree to abide by them.

I agree to notify Broker Dealer Market, Inc. when funds are transferred to Escrow Account to take a listed Broker Dealer off the Market for the purposes of completing Due Diligence by faxing the Escrow Agreement to Mark Harris 678-815-1524 with the Bank Confirmation number listed.

Signature

Date

Please print name