

**PRINCIPAL CONFIDENTIALITY AGREEMENT & REGISTRATION**

**THE PALMS PARKING GARAGE, SAN FRANCISCO, CA**

**TO RECEIVE A COPY OF THE OFFERING MEMORANDUM FOR THE PALMS PARKING GARAGE,  
SAN FRANCISCO, CA. PLEASE COMPLETE THE INFORMATION BELOW AND  
FAX THIS CONFIDENTIALITY AGREEMENT TO 415-433-7844, C/O TONY CROSSLEY OR  
TONY.CROSSLEY@COLLIERS.COM**

Pay On Time LLC ("Owner") has employed Colliers International ("Broker") to be its exclusive agent in the sale of The Palms Parking Garage, San Francisco, CA ("Property"). Pursuant to the listing agreement, Prospective Buyers and Buyer's agents shall acknowledge the following prior to receipt of a Confidential Offering Memorandum ("Offering").

1. Broker has prepared the Offering with information that includes confidential information about the Property. It is only to be used by the Prospective Buyer, and its consultants and agents, in connection with the Buyer's possible purchase of the Property. The undersigned acknowledge that further distribution of the Offering could be detrimental to the Owner. Prior to distribution to others, the undersigned agree to have those parties execute a copy of the herein agreement.
2. All negotiations shall be conducted through Tony Crossley or Darren Kuiper ("Agents"), agents of the Broker.
3. Colliers is acting on behalf of Owner in connection with the sale of the Property. You understand and agree that, unless Owner and you agree otherwise in writing, Colliers shall be the only person or entity to whom Owner shall owe any brokerage commission, finders' fee or any other compensation in connection with any potential transaction. You represent and warrant that, unless Owner and you otherwise agree in writing, you shall indemnify, defend, protect and hold Colliers and Owner harmless from and against any and all claims, actions, causes of action, demands, liabilities, damages, costs and expenses (including attorneys' fees) for payment of any commission, finder's fee and similar compensation by any third party in connection with the Potential Transaction.
4. Prospective Buyers acknowledge that Broker will be negotiating with other Prospective Buyers.

With your signature and acceptance of the above terms, Broker will deliver an Offering Memorandum to you.

**PROSPECTIVE BUYER:**

(Please print clearly & provide COMPLETE information)

**Name:** \_\_\_\_\_

**Signature:** \_\_\_\_\_

**Company:** \_\_\_\_\_

**Address:** \_\_\_\_\_

**Address:** \_\_\_\_\_

**City:** \_\_\_\_\_

**State/Zip:** \_\_\_\_\_

**Telephone #:** \_\_\_\_\_

**Fax #:** \_\_\_\_\_

**Email:** \_\_\_\_\_