

**CONFIDENTIALITY AGREEMENT**

**ROCK CREEK      CARRBORO, NC      188 UNITS**

To:      **TODD WEINSTEIN, AL CISSEL, SCOTT MELNICK**

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Company:      **TRANSWESTERN INSTITUTIONAL MULTIFAMILY GROUP**

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Fax #:      **301-571-3423**

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Transwestern♦Carey Winston, LLC, d/b/a Transwestern, as exclusive agent (“Agent”), is making available to the undersigned Accepting Party and certain of your employees and representatives (hereinafter all together referred to as "Prospect") information, data and documents relating to the Properties, which Owner considers to be proprietary and confidential in nature. Accordingly, in consideration of Owner permitting such access, Prospect hereby agrees as follows:

1. That Prospect will treat such information, data and documents (and the fact that the same are being disclosed to Prospect) as being strictly confidential;
2. That Prospect will not disclose such information, data and documents (and the contents thereof), except to those employees, representatives, consultants and professional advisors of Prospect who have a legitimate need to review or know same and who have, prior to disclosure, agreed in writing to be bound by the terms of confidentiality set forth herein;
3. That Prospect will not make additional copies of the information, data and documents, or allow copies thereof to be made, except for use exclusively by persons described in paragraph 2 above;
4. That Prospect, and the persons described in Paragraph 2 above, will not use such information, data and documents except with respect to their due diligence investigations and evaluations of the Properties. Prospects are advised to perform their own due diligence with respect to all property information. The information disseminated by Agents and/or Owner is from sources deemed to be reliable, but the accuracy and completeness thereof is not warranted or guaranteed.
5. That such information, data and documents will not be retained by Prospect, or by the persons described in paragraph 2 above, after the use thereof is no longer required, and all written materials will be either destroyed or returned to Agent.

Best Regards,  
**Transwestern Institutional Multifamily Group**

Todd Weinstein	Al Cissel	Scott Melnick
Senior Vice President	Managing Principal	Managing Principal

**Please indicate the preferred Offering Memorandum format:**       **Hard Copy**       **Electronic Version**

**AGREED TO (Signature):** \_\_\_\_\_ **Date:** \_\_\_\_\_

**Print Name:** \_\_\_\_\_ **Phone:** \_\_\_\_\_

**Title:** \_\_\_\_\_ **Facsimile:** \_\_\_\_\_

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

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

**City, State, Zip:** \_\_\_\_\_