WB-44 COUNTER-OFFER

Counter-Offer No. ________ by (Buyer)(Seller) [STRIKE ONE]

NOTE: Number this Counter-Offer sequentially, e.g. Counter-Offer No. 1 by Seller, Counter-Offer No. 2 by Buyer, etc.

1. The Offer to Purchase dated ________ and signed by Buyer ____________________________________________  (rejected) __________________________________________________________________________________

2. The Offer to Purchase is rejected and the following Counter-Offer is hereby made.

3. CAUTION: This Counter-Offer does not include the terms or conditions in any other counter-offer or multiple counter-proposal unless incorporated by reference.

4. All terms and conditions remain the same as stated in the Offer to Purchase except the following:____________________________________________________

5. The attached ___________________________________________ is/are made part of this Counter-Offer.

6. Any warranties, covenants and representations made in this Counter-Offer survive the closing of this transaction.

7. This Counter-Offer is binding upon Seller and Buyer only if a copy of the accepted Counter-Offer is delivered to the Party making the Counter-Offer on or before ______________________ (Time is of the Essence). Delivery of the accepted Counter-Offer may be made in any manner specified in the Offer to Purchase, unless otherwise provided in this Counter-Offer.

8. NOTE: The Party making this Counter-Offer may withdraw the Counter-Offer prior to acceptance and delivery as provided at lines 30-32.

9. This Counter-Offer was drafted by ___________________________ on ___________________________ Date ▲

10. (x) Licensee and Firm ▲ ___________________________ Date ▲

11. (x) Print name ▲ ___________________________ Date ▲

12. (x) Buyer’s Signature ▲ ___________________________ Date ▲

13. (x) Seller’s Signature ▲ ___________________________ Date ▲

14. This Counter-Offer was presented by ___________________________ on ___________________________ Date ▲

15. This Counter-Offer is (rejected)(countered) ___________________________________________ (Party’s Initials) [STRIKE ONE]

16. NOTE: Provisions from a previous Counter-Offer may be included by reproduction of the entire provision or incorporation by reference. Provisions incorporated by reference may be indicated in the subsequent Counter-Offer by specifying the number of the provision or the lines containing the provision. In transactions involving more than one Counter-Offer, the Counter-Offer referred to should be clearly specified.