LISITEN ASSOCIATES

DIVISION OF MELRO ASSOCIATES LTD.

BUSINESS TO BUSINESS BROKERAGE

**330 East 38th Street**

**New York City, New York 10016**

**TEL: 212-661-4160 FAX: 212-646 390-5414**

**OCTOBER 29, 2018**

**NANDING MENDEZ**

**C/O FIESTA IN AMERICA**

**124 EAST 40TH STREET**

**SUITE 1004**

**NEW YORK, NY 10016**

**DEAR NANDING,**

LISITEN ASSOCIATES (“we”) are pleased to provide(“you”) with its brokerage and marketing services for the Sale, Partnership or Investment of **FIESTA IN AMERICA** in accordance with the following:

1) You hereby grant LISITEN ASSOCIATES the exclusive right to offer and sell your business, for a period of 1 year from the time you sign this agreement. If during that term we, you or any other finder, find a purchaser, partner or investor for the business, you agree to pay us the full commission as set forth herein.

2) We agree to use our best efforts to offer the business for sale in a confidential manner, advertise it, photograph it (if appropriate ) for advertising usage, arrange inspections, negotiate and submit to you all offers made by prospective purchasers.

3) Our commission rate is 10% (percent) of the gross sale price with a non-refundable retainer against commission of $25,000.00. This non-refundable retainer is to be deducted from the final commission due at closing. There is no commission due until a closing takes place.

3A) This commission is to be paid in CERTIFIED FUNDS or LAWYER’S ESCROW CHECK by the seller on the total amount of the sale, regardless of any future payment arrangements that you may make with the purchaser. Our fee is determined at the execution of this agreement, due at closing and is not negotiable after the agreement has been executed.

Initial \_\_\_\_\_\_

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4) If a sale is made through a co-brokering arrangement, we will (at our discretion) determine the commission split between us and the other broker.

5) The term of this agreement shall be extended for thirty days, and in subsequent 30 day intervals, unless the seller delivers to LISITEN ASSOCIATES in writing its intention to cancel this agreement at least 10 days prior to the expiration of the initial agreement and each subsequent 30 day renewal.

6) Within 10 days after the expiration of the listing term, we will deliver to you a list of the names and copies of the NDA's of prospective buyers who we have had meetings with and who showed interest in your business during the listing term.

7) If within 2 years of the expiration of the term of this agreement, a contract is signed to sell the business to a prospective buyer on said list, we shall be entitled to the full commission as set forth in paragraphs (3) and (3A) of this agreement.

If the foregoing meets with your approval and understanding of our agreement, please sign, initial the front page, date, and return a copy to me along with your wire for $15,000.00 made out to: “MELRO ASSOCIATES INC” (Wire instructions are attached).

We at LISITEN ASSOCIATES look forward to being of service to you in the sale of your business.

Sincerely,

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Mel Lisiten**

President

Lisiten Associates

Agreed to and Accepted:

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**NANDING MENDEZ**

President

FIESTA IN AMERICA

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LISITEN ASSOCIATES

DIVISION OF MELRO ASSOCIATES LTD.

MERGERS AND ACQUISITION SPECIALISTS

BUSINESS TO BUSINESS BROKERAGE

**330 East 38th Street**

**New York City, New York 10016**

**TEL: 212-661-4160 FAX: 646-390-5414**

[www.lisitenassociates.com](http://www.lisitenassociates.com)

**E-Mail:** [lisiten@gmail.com](mailto:lisiten@gmail.com)

INVOICE

NON-REFUNDABLE RETAINER AGAINST COMMISSION

DATE: **SEPTEMBER 5, 2018**

FOR THE SALE, PARTNERSHIP OR INVESTMENT OF:

FIESTA IN AMERICA

AS AGREED: **$25,000.00**

PLEASE WIRE FUNDS TO: **Chase Bank**

**CHASE BANK**

**633 THIRD AVENUE**

**NEW YORK CITY, NY 10017**

FOR THE ACCOUNT OF: **MELRO ASSOCIATES INC.**

**ROUTING # 021000021 ACCOUNT # 662 036 636**

**PAY TO: MELRO ASSOCIATES INC.**

*Note: The sender may deduct bank wire transfer fees from wires to Lisiten Associates*

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[www.lisitenassociates.com](http://www.lisitenassociates.com)

**E-Mail:** [lisiten@gmail.com](mailto:lisiten@gmail.com)

**Seller Information Sheet**

1. **Legal Name \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**
2. **Home Address \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**3. Business Address \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**4. Business Phone # \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**5. Email Address \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**6. Attorney \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**7. Attorney Phone # \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**8. Attorney Email Address\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**9. Accountant \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**10. Accountant Phone # \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**11 Accountant Email Address\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**