

**WB-44 COUNTER-OFFER**

Counter-Offer No. 1 by (Buyer/Seller) **STRIKE ONE**

1 The Offer to Purchase dated 08/26/2010 and signed by Buyer MHX3, LLC,  
2 for purchase of real estate at Lot 12 of the Midway Business Park Plat  
3 is rejected and the following Counter-Offer is hereby made. All terms and conditions remain the same as stated in the  
4 Offer to Purchase except the following: [CAUTION: This Counter-Offer does not include the terms or conditions in  
5 any other Counter-Offer unless incorporated by reference.]

6 1. Lines 53-84 on the Offer to Purchase shall be deleted.

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8 2. Lines 281-283 on the Offer to Purchase shall be deleted.

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10 3. Lines 293-296 on the Offer to Purchase shall be deleted.

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12 2. Addendum A Paragraph 1 shall be deleted and replaced with: "Seller shall, at Seller's  
13 expense, install an externally lighted monument type business center sign at a cost not to  
14 exceed \$10,000, at the entry-way to the business park at Appleton Road and Wittmann Drive,  
15 identifying the Midway Business Park and those businesses therein who elect to have their  
16 business name identified on the sign, subject to following conditions: (a) Sign is to be  
17 lit from sunset until 10:00 p.m., and (b) The cost for the inset panel containing the  
18 Buyer's business name shall be at the Buyer's expense."

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30 Any warranties, covenants and representations made in this Counter-Offer survive the closing of this transaction.  
31 This Counter-Offer is binding upon Seller and Buyer only if a copy of the accepted Counter-Offer is delivered to the Party  
32 making the Counter-Offer on or before October 22, 2010 (Time is of the  
33 Essence). Delivery of the accepted Counter-Offer may be made in any manner specified in the Offer to Purchase, unless  
34 otherwise provided in this Counter-Offer.

35 **NOTE: The Party making this Counter-Offer may withdraw the Counter-Offer prior to acceptance and delivery as**  
36 **provided at lines 31-34.**

37 This Counter-Offer was drafted by Robert Drifka, Drifka Group Inc. on 10/12/2010.  
38 Licensee and Firm ▲ Date ▲

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40 Signature of Party Making Counter-Offer ▲ Date ▲ Signature of Party Making Counter-Offer ▲ Date ▲  
41 Print name ▶ City of Menasha Print name ▶

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43 Signature of Party Accepting Counter-Offer ▲ Date ▲ Signature of Party Accepting Counter-Offer ▲ Date ▲  
44 Print name ▶ Print name ▶

45 This Counter-Offer was presented by \_\_\_\_\_ on \_\_\_\_\_.  
46 Licensee and Firm ▲ Date ▲

47 This Counter-Offer is (rejected) (countered) **STRIKE ONE** (Party's Initials) \_\_\_\_\_ (Party's Initials) \_\_\_\_\_

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

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