

**WB-44 COUNTER-OFFER**

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

1 The Offer to Purchase dated \_\_\_\_\_ and signed by Buyer \_\_\_\_\_ ,  
2 for purchase of real estate at \_\_\_\_\_  
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.]**

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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 \_\_\_\_\_ (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 \_\_\_\_\_ on \_\_\_\_\_ .  
38 Licensee and Firm ▲ Date ▲

39 \_\_\_\_\_  
40 Signature of Party Making Counter-Offer ▲ Date ▲ Signature of Party Making Counter-Offer ▲ Date ▲  
41 Print name ► Print name ►

42 \_\_\_\_\_  
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.**