

[Date]

[Recipient Name]

[Recipient Title]

[Company Name]

[Address]

Re: Conditions Precedent to Closing - [Project/Transaction Name]

Dear [Recipient Name],

This letter refers to the [Agreement Name] dated [Date] (the "Agreement") between [Party A] and [Party B].

Pursuant to Section [Number] of the Agreement, the obligation of [Company Name] to proceed with the closing is subject to the satisfaction or waiver of the following conditions precedent:

- **Corporate Approvals:** Delivery of certified copies of board resolutions authorizing the transaction.
- **Regulatory Consents:** Receipt of all necessary governmental and third-party licenses, permits, and consents.
- **Representations and Warranties:** Confirmation that all representations and warranties remain true and correct as of the closing date.
- **Due Diligence:** Completion of legal, financial, and technical due diligence to the satisfaction of the Purchaser.
- **Material Adverse Change:** No event having occurred that results in a material adverse effect on the business or assets.
- **Legal Opinion:** Delivery of a formal legal opinion from counsel in a form acceptable to all parties.
- **Ancillary Documents:** Execution and delivery of all side letters, escrow agreements, and related schedules.

Please provide the necessary documentation to verify the satisfaction of these items no later than [Date]. Failure to satisfy these conditions by the Longstop Date may result in the termination of the Agreement.

We look forward to a successful closing.

Sincerely,

[Signature]

[Name]

[Title]