

**[Sender Name]**  
[Sender Address]  
[City, State, Zip Code]  
[Email Address]  
[Phone Number]

**[Date]**

**[Recipient Name]**  
[Law Firm Name]  
[Recipient Address]  
[City, State, Zip Code]

**Re: Letter of Intent for the Acquisition of Capital Stock of [Target Law Firm Name]**

Dear [Recipient Name],

This Letter of Intent ("Letter") outlines the preliminary terms and conditions under which [Purchaser Name] ("Purchaser") proposes to acquire 100% of the issued and outstanding capital stock of [Target Law Firm Name] ("the Firm").

- 1. Purchase Price:** The proposed purchase price for the shares is \$[Amount], subject to adjustments based on final valuation and due diligence. The payment shall be structured as follows: [e.g., cash at closing, promissory note, or earn-out provisions].
- 2. Due Diligence:** Following the execution of this Letter, the Purchaser shall have a period of [Number] days to conduct a full review of the Firm's financial records, client lists, employment contracts, pending litigation, and regulatory compliance.
- 3. Continuity of Practice:** It is the intent of the Purchaser that the key attorneys and staff of the Firm remain in their current roles for a transition period of no less than [Number] months to ensure client retention and operational stability.
- 4. Exclusivity:** The Seller agrees that for a period of [Number] days from the date of this Letter, it will not negotiate with or solicit offers from any other parties regarding the sale of the Firm.
- 5. Confidentiality:** Both parties agree to keep the existence and terms of this Letter, as well as all information exchanged during due diligence, strictly confidential.
- 6. Non-Binding Nature:** This Letter is intended solely as an expression of intent and does not constitute a legally binding agreement, except for the provisions regarding Exclusivity and Confidentiality. A binding commitment will only result from the execution of a formal Stock Purchase Agreement.

If these terms are acceptable, please sign and return a copy of this Letter by [Date].

Sincerely,

[Signature]

[Printed Name of Purchaser]

**Agreed and Accepted:**

\_\_\_\_\_  
[Name of Seller/Authorized Representative]

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