

[Date]

[Seller Name]

[Seller Address]

[City, State, Zip Code]

Re: Non-Binding Letter of Intent regarding the Acquisition of [Target ALSP Name]

Dear [Contact Person Name],

This Letter of Intent ("LOI") outlines the preliminary terms under which [PE Firm Name] ("Buyer") proposes to acquire 100% of the outstanding capital stock of [Target ALSP Name] ("Company"), an Alternative Legal Service Provider.

- 1. Purchase Price and Structure:** The proposed aggregate purchase price for the stock is \$[Amount], subject to adjustments for working capital, cash, and indebtedness. The consideration will consist of [Percentage]% cash at closing and [Percentage]% in [Equity Rollover/Earn-out].
- 2. Due Diligence:** Upon execution of this LOI, the Buyer will have a period of [Number] days to conduct financial, legal, operational, and technical due diligence. This will include a review of the Company's proprietary technology, client contracts, and regulatory compliance.
- 3. Exclusivity:** The Seller agrees to a period of [Number] days of exclusivity, during which the Seller will not engage in negotiations or solicit offers from other potential buyers.
- 4. Conditions to Closing:** The closing of the transaction will be subject to customary conditions, including the execution of a definitive Stock Purchase Agreement, receipt of necessary regulatory approvals, and the retention of key management personnel.
- 5. Confidentiality:** The parties agree to keep the existence and terms of this LOI strictly confidential, except as required by law.
- 6. Non-Binding Nature:** With the exception of the sections regarding Exclusivity and Confidentiality, this letter is intended only as an expression of interest and does not create a legally binding obligation on either party.

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

Sincerely,

[Name of Authorized Signatory]

[Title]

[PE Firm Name]

Agreed and Accepted:

[Name of Seller Representative]

[Title]

[Date]