

[Date]

[Seller Name]

[Seller Address]

[City, State, Zip Code]

**RE: Letter of Intent to Purchase Multi-Unit Law Firm Franchise Operations**

Dear [Seller Name],

This Letter of Intent ("Letter") outlines the proposed terms and conditions under which [Buyer Name] ("Buyer") would acquire the assets and franchise rights of [Number] law firm units currently operated by [Seller Name] ("Seller") under the [Franchisor Name] brand.

**1. Assets to be Acquired:** The acquisition shall include all physical assets, client files (subject to ethical compliance), leasehold interests, equipment, intellectual property rights, and goodwill associated with the following locations: [List Unit Addresses/IDs].

**2. Purchase Price:** The proposed total purchase price is \$[Amount]. This shall be allocated as follows:

- \$[Amount] paid as a good faith deposit upon execution of a formal Purchase Agreement.
- \$[Amount] paid in cash at the time of closing.
- \$[Amount] via [Seller Financing/Earn-out/Other Arrangement].

**3. Due Diligence:** Buyer shall have a period of [Number] days from the signing of this Letter to conduct a full review of financial records, client retention data, compliance history, and lease agreements.

**4. Conditions Precedent:** The closing of this transaction is subject to:

- Approval by the Franchisor ([Franchisor Name]).
- Satisfactory completion of due diligence.
- Buyer obtaining necessary financing.
- Regulatory and State Bar compliance regarding the transfer of legal practices.

**5. Exclusivity:** Seller agrees not to negotiate with any other prospective buyers for a period of [Number] days following the signing of this Letter.

**6. Non-Binding Nature:** Except for the provisions regarding Exclusivity and Confidentiality, this Letter is a non-binding expression of intent and does not constitute a legal obligation to complete the transaction.

**7. Proposed Closing Date:** The parties aim to execute a definitive Purchase Agreement and close the transaction on or before [Date].

If these terms are acceptable, please sign below to indicate your intent to proceed.

Sincerely,

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**[Buyer Signature]**  
[Buyer Name/Title]

**Accepted and Agreed:**

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**[Seller Signature]**  
[Date]