

**[Date]**

[Seller Name]  
[Seller Title/Position]  
[Company Name]  
[Company Address]

Re: Letter of Intent regarding the Management Buyout of [Company Name]

Dear [Seller Name],

This Letter of Intent ("LOI") outlines the proposed terms under which [Management Group Name/Buyer Entity] ("Buyer") intends to acquire 100% of the outstanding equity interests of [Company Name] (the "Company") from [Seller Name] ("Seller").

**1. Purchase Price:** The total purchase price for the Company shall be \$[Total Amount].

**2. Payment Terms:** The Purchase Price shall be paid as follows:

- **Cash at Closing:** \$[Amount] payable in immediately available funds at the time of closing.
- **Seller Promissory Note:** \$[Amount] shall be financed by the Seller in the form of a Promissory Note (the "Note").

**3. Terms of Seller Promissory Note:** The Note shall include the following terms:

- **Interest Rate:** [Percentage]% per annum.
- **Term:** [Number] years/months.
- **Repayment:** [Monthly/Quarterly] payments of principal and interest.
- **Security:** The Note will be secured by a pledge of the shares/assets of the Company.

**4. Due Diligence:** Following the execution of this LOI, the Buyer will have a period of [Number] days to conduct financial, legal, and operational due diligence.

**5. Definitive Agreement:** The parties will work in good faith to execute a formal Purchase Agreement containing customary representations, warranties, and covenants.

**6. Exclusivity:** The Seller agrees not to solicit or negotiate with other potential buyers for a period of [Number] days from the date of this letter.

**7. Non-Binding Nature:** Except for the provisions regarding Exclusivity and Confidentiality, this LOI is a statement of intent and does not constitute a legally binding obligation on either party.

If these terms are acceptable, please sign and return a copy of this letter.

Sincerely,

\_\_\_\_\_  
[Name of Lead Management Buyer]  
For [Management Group/Buyer Entity]

**Agreed and Accepted:**

\_\_\_\_\_  
[Seller Name]  
Date: \_\_\_\_\_