

[Date]

[Seller Name]

[Seller Title]

[Company Name]

[Address]

RE: Letter of Intent - Management Buyout and Client Portfolio Transfer

Dear [Seller Name],

This Letter of Intent ("LOI") outlines the proposed terms under which [Management Team Names/NewCo Name] ("Buyer") intends to acquire the business operations and full client portfolios of [Company Name] ("Company").

1. Acquisition Structure

The transaction will be structured as a Management Buyout (MBO) involving the purchase of [all assets / specific shares] and the formal transfer of all active client contracts and historical portfolios.

2. Purchase Price and Payment

The proposed purchase price is \$[Amount]. Payment shall be structured as follows:

- [Amount] payable in cash upon closing.
- [Amount] structured as a seller note/earn-out based on client retention over [Number] months.

3. Transfer of Client Portfolios

Upon completion, the Seller will ensure a seamless transition of all client data, contracts, and relationship histories. Both parties will cooperate on a joint communication strategy to notify clients of the change in ownership.

4. Due Diligence

The Buyer will have a period of [Number] days to conduct financial, legal, and operational due diligence. The Seller agrees to provide full access to necessary records during this time.

5. Exclusivity

The Seller agrees to an exclusivity period of [Number] days, during which they will not negotiate with other potential buyers.

6. Non-Compete and Non-Solicitation

The Seller shall agree to non-compete and non-solicitation clauses for a period of [Number] years within [Geographic Area] to protect the integrity of the transferred client portfolios.

7. Governing Law

This LOI shall be governed by the laws of the State/Country of [Jurisdiction].

8. Non-Binding Nature

Except for sections 4, 5, and 7, this letter is a non-binding expression of intent and does not constitute a legal obligation until a definitive Purchase Agreement is signed.

Sincerely,

[Buyer Name/Lead Representative]
[Title]

Acknowledged and Agreed:

[Seller Name]
[Date]