

[Date]

[Seller Name/Selling Shareholder]

[Company Name]

[Address]

[City, State, Zip Code]

RE: Letter of Intent regarding the purchase of [Number] Shares of [Company Name]

Dear [Seller Name],

This Letter of Intent ("LOI") outlines the preliminary terms and conditions under which [Buyer Name] ("Buyer") proposes to purchase the ownership interest held by [Seller Name] ("Seller") in [Company Name] (the "Company").

1. Purchase Price: The proposed purchase price for the shares is \$[Amount], based on [Method of Valuation, e.g., current valuation/book value].

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

- [Amount] as a cash down payment at the time of closing.
- [Amount] to be financed via a promissory note over [Number] years at an interest rate of [Percentage]%.

3. Due Diligence: Following the signing of this LOI, the Buyer will have [Number] days to conduct a review of the Company's financial records, tax returns, and legal obligations.

4. Contingencies: This transaction is subject to:

- Satisfactory completion of due diligence.
- Approval of financing for the Buyer.
- Execution of a formal Stock Purchase Agreement.
- Compliance with existing Shareholders' Agreements (e.g., Right of First Refusal).

5. Succession and Transition: To ensure a smooth transition, the Seller agrees to remain in an advisory capacity for a period of [Number] months following the closing date.

6. Exclusivity: The Seller agrees not to negotiate with any other parties regarding the sale of these shares for a period of [Number] days from the date of this letter.

7. Non-Binding Nature: Except for the provisions regarding confidentiality and exclusivity, this letter is intended only as an expression of intent and does not constitute a legally binding agreement.

If these terms are acceptable, please sign below to indicate your intent to proceed with the formal documentation.

Sincerely,

[Buyer Signature]
[Buyer Printed Name]

Accepted and Agreed:

[Seller Signature]
[Date]