

[Date]

[Seller Name]

[Seller Address]

[City, State, Zip Code]

**RE: Letter of Intent for Shareholder Buyout and Escrow Agreement**

Dear [Seller Name],

This Letter of Intent ("LOI") outlines the proposed terms for the purchase of [Number] shares of [Company Name] (the "Company") by [Buyer Name] (the "Buyer") from [Seller Name] (the "Seller").

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

**2. Payment Terms:** At the time of closing, \$[Amount] shall be paid directly to the Seller. The remaining balance of \$[Amount] (the "Escrow Amount") shall be deposited into an escrow account.

**3. Escrow Agreement:** The Escrow Amount shall be held by [Escrow Agent Name] as the neutral third party. These funds are intended to secure the Seller's representations, warranties, and any post-closing adjustments defined in the definitive Purchase Agreement.

**4. Release of Escrow:** Subject to any pending claims, the Escrow Amount shall be released to the Seller as follows:

- [Percentage/Amount] on [Date].
- [Remaining Balance] on [Final Release Date].

**5. Conditions to Closing:** The buyout is subject to the completion of due diligence, execution of a formal Share Purchase Agreement, and the signing of a three-party Escrow Agreement.

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

**7. 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 until the definitive agreements are executed.

If these terms are acceptable, please sign below.

Sincerely,

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[Buyer Name]

**Accepted and Agreed:**

\_\_\_\_\_  
**[Seller Name]**

Date: \_\_\_\_\_