

**[Date]**

**[Sender Name]**

[Sender Address]

[City, State, Zip Code]

**[Recipient Name]**

[Recipient Address]

[City, State, Zip Code]

**RE: Letter of Intent for Commercial Asset Transfer and Escrow Agreement**

Dear [Name of Representative],

This Letter of Intent ("LOI") outlines the preliminary terms and conditions under which [Buyer Name] ("Buyer") proposes to acquire certain commercial assets from [Seller Name] ("Seller").

**1. Description of Assets:** The Buyer intends to acquire [Detailed description of assets, e.g., real estate, equipment, intellectual property, inventory].

**2. Purchase Price:** The proposed purchase price for the Assets is [Amount in Currency], payable through the escrow process defined below.

**3. Escrow Agent:** The parties agree to appoint [Name of Escrow Agent/Bank] as the Escrow Agent to hold funds and documents during the transition period.

**4. Escrow Terms:**

- **Initial Deposit:** Buyer shall deposit [Amount] into escrow within [Number] days of signing the definitive agreement.
- **Release Conditions:** Funds shall be released to the Seller only upon [List conditions, e.g., successful inspection, title transfer, or delivery of assets].
- **Dispute Resolution:** In the event of a dispute, the Escrow Agent shall hold all assets until joint written instructions are received or a court order is issued.

**5. Due Diligence:** The Buyer shall have [Number] days to conduct a full inspection and audit of the Assets before the escrow is finalized.

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

**7. Non-Binding Nature:** This LOI is intended only as a summary of proposed terms and does not constitute a legally binding agreement, with the exception of the confidentiality and exclusivity clauses.

If these terms are acceptable, please sign and return a copy of this letter by [Expiration Date].

Sincerely,

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[Signature of Buyer]  
[Printed Name and Title]

**Agreed and Accepted:**

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[Signature of Seller]  
[Date]