[Date]

[Name of Managing Partner]
[Name of Legal Advisory Firm]
[Address Line 1]
[Address Line 2]

**RE: Non-Binding Letter of Intent regarding the Acquisition of [Name of Legal Advisory Firm]**

Dear [Name of Managing Partner],

This Letter of Intent ("LOI") outlines the preliminary terms under which [Name of Private Equity Firm] ("Buyer") proposes to acquire 100% of the equity interests or substantially all the assets of [Name of Legal Advisory Firm] ("the Firm").

1. **Purchase Price:** The proposed enterprise value for the Firm is $[Amount], based on a multiple of [Number]x Adjusted EBITDA.
2. **Consideration Structure:** The Purchase Price shall be paid as follows:
    - [Percentage]% in cash at closing.
    - [Percentage]% in a seller note or earn-out based on performance targets over [Number] years.
    - [Percentage]% in rolled equity in the new entity.
3. **Due Diligence:** This proposal is subject to a formal due diligence period of [Number] days, covering financial, legal, tax, and operational aspects of the Firm.
4. **Operations and Retention:** Buyer intends to retain key legal staff and partners. A management incentive pool will be established to align long-term interests.
5. **Exclusivity:** The Firm agrees to a period of [Number] days of exclusivity during which it will not negotiate with other potential buyers.
6. **Confidentiality:** Both parties agree to keep the existence and terms of this LOI strictly confidential.
7. **Non-Binding Nature:** Except for the sections regarding Exclusivity and Confidentiality, this letter is a non-binding expression of intent and does not create a legal obligation to proceed with the transaction.

We look forward to your response by [Date].

Sincerely,

[Signature]
[Name of Authorized Signatory]
[Title]
[Name of Private Equity Firm]

**Agreed and Accepted:**

For [Name of Legal Advisory Firm]: _____ Date: _____