

[Sender Name]  
[Sender Address]  
[City, State, Zip Code]  
[Email Address]

[Date]

[Recipient Name]  
[Recipient Title]  
[Recipient Company Name]  
[Recipient Address]  
[City, State, Zip Code]

**RE: Exclusivity and No-Shop Provision - [Project/Transaction Name]**

Dear [Recipient Name],

This letter agreement (the "Agreement") sets forth the terms upon which [Company Name] ("Seller") agrees to grant [Interested Party Name] ("Buyer") an exclusive period to negotiate a potential transaction regarding [Description of Assets/Business] (the "Transaction").

**1. Exclusivity Period:** The Seller agrees that for a period of [Number] days starting from the date of this letter (the "Exclusivity Period"), it will not, and will ensure its officers, directors, and agents do not, directly or indirectly:

- Solicit, initiate, or encourage any inquiries or proposals from any third party regarding the acquisition of the Seller or its assets.
- Enter into, continue, or maintain discussions or negotiations with any third party regarding a competing transaction.
- Provide any non-public information to any third party in connection with a potential competing transaction.

**2. No-Shop Obligation:** During the Exclusivity Period, the Seller shall immediately notify the Buyer if any unsolicited offer or inquiry from a third party is received, including the material terms of such offer.

**3. Termination:** This Agreement shall terminate upon the earlier of (a) the expiration of the Exclusivity Period, (b) the execution of a definitive purchase agreement, or (c) mutual written consent of both parties.

**4. Confidentiality:** The parties agree to keep the existence and terms of this Agreement confidential, except as required by law.

**5. Governing Law:** This Agreement shall be governed by and construed in accordance with the laws of the State of [State Name].

Please indicate your acceptance of these terms by signing below.

Sincerely,

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[Sender Signature]  
[Sender Name/Title]

**Agreed and Accepted:**

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[Recipient Signature]  
[Recipient Name/Title]  
Date: \_\_\_\_\_