

[Date]

[Recipient Name]

[Recipient Title]

[Company Name]

[Address]

RE: Conditions Precedent to Final Agreement regarding [Project/Transaction Name]

Dear [Recipient Name],

This letter outlines the specific conditions that must be satisfied or waived before the parties execute the Final Agreement regarding [brief description of transaction].

The obligations of [Your Company Name] to proceed with the Final Agreement are subject to the fulfillment of the following conditions precedent:

- **Due Diligence:** Completion of a full legal, financial, and technical due diligence review with results satisfactory to [Your Company Name].
- **Corporate Approvals:** Obtaining all necessary internal board and shareholder approvals from both parties.
- **Regulatory Consents:** Receipt of all required licenses, permits, and approvals from relevant governmental or regulatory authorities.
- **Third-Party Consents:** Procurement of written consent from relevant third parties, including landlords, lenders, or key contractual partners.
- **Financing:** Confirmation of secured financing or funding required to complete the transaction.
- **No Material Adverse Change:** No event having occurred that results in a material adverse change to the business, assets, or financial condition of [Recipient Company].
- **Execution of Ancillary Documents:** Finalization and execution of all related schedules, exhibits, and side agreements.

The parties shall use all reasonable endeavors to ensure the satisfaction of these conditions by [Insert Deadline Date].

Please acknowledge your receipt and understanding of these conditions by signing below.

Sincerely,

[Your Name]

[Your Title]

Acknowledged and Agreed:

Signature: _____

Name: [Recipient Name]

Date: _____