

Date: [Insert Date]

To: [Escrow Agent Name/Company]

Address: [Escrow Agent Address]

Attention: [Contact Person Name]

Re: Escrow Instructions for Stock Purchase Transaction

Dear [Name of Escrow Agent],

This letter serves as the formal instruction from [Buyer Name] ("Buyer") and [Seller Name] ("Seller") regarding the Stock Purchase Agreement dated [Date of Agreement] for the purchase of [Number] shares of [Company Name] (the "Shares").

1. Deposit of Assets

Buyer shall deposit the sum of \$[Amount] (the "Escrow Funds") into the designated escrow account. Seller shall deposit the original stock certificates and signed stock powers (the "Stock Documents") with you.

2. Conditions for Release

You are hereby instructed to hold the Escrow Funds and Stock Documents until the following conditions are met:

- Receipt of written confirmation from both Buyer and Seller that all closing conditions have been satisfied.
- [Insert any additional specific milestones or dates].

3. Disbursement Instructions

Upon satisfaction of the conditions above, you are instructed to:

- Wire the Escrow Funds to the Seller at: [Seller Bank Account Details].
- Deliver the Stock Documents to the Buyer at: [Buyer Delivery Address].

4. Termination

If the transaction does not close by [Expiration Date], you are to return the Escrow Funds to the Buyer and the Stock Documents to the Seller, unless otherwise instructed in writing by both parties.

5. Fees

Escrow fees shall be paid by [Buyer/Seller/Split Equally] according to the fee schedule previously agreed upon.

Please acknowledge your receipt of these instructions and your agreement to act as Escrow Agent by signing below.

Sincerely,

[Buyer Name]
Title: [Title]

[Seller Name]
Title: [Title]

Acknowledged and Agreed:

[Escrow Agent Name]
Date: [Date]