

**PRIVILEGED AND CONFIDENTIAL
FOR SETTLEMENT PURPOSES ONLY / SUBJECT TO RULE 408**

[Date]

[Recipient Name]
[Recipient Title/Firm]
[Address]
[City, State, Zip]

RE: Good Faith Settlement Offer Regarding Shareholder Dispute - [Law Firm Name]

Dear [Name],

This letter is written on behalf of our client, [Client Name], in an effort to reach a global resolution regarding the ongoing dispute among the shareholders of [Law Firm Name] (the "Firm"). This offer is made in good faith and is intended to avoid the expense, delay, and uncertainty of protracted litigation.

Based on our review of the [Partnership Agreement/Bylaws] and the current financial standing of the Firm, our client proposes the following terms for settlement:

1. **Equity Buyout:** [Client Name/Opposing Party] shall purchase the other party's [Percentage]% ownership interest for a total sum of \$[Amount], payable [Timeline/Terms].
2. **Allocation of Receivables:** A determination of the pro-rata share of fees for pending cases and accounts receivable shall be made as of [Date].
3. **Client Notification:** The parties will issue a joint notice to clients regarding the transition of their files, ensuring compliance with ethical obligations and the right to counsel of choice.
4. **Firm Assets and Liabilities:** [Specific terms regarding office lease, equipment, malpractice insurance tail coverage, and outstanding Firm debt].
5. **Mutual Release of Claims:** The parties will execute a full and final mutual release of all claims, known or unknown, arising from their association with the Firm.
6. **Non-Disparagement:** Both parties shall agree to a mutual non-disparagement clause to protect their respective professional reputations.

This offer is contingent upon the execution of a formal written settlement agreement. This proposal is open for acceptance until [Time] on [Date], at which point it shall be deemed withdrawn.

We believe these terms represent a fair and equitable resolution that allows all parties to move forward. We look forward to your response.

Sincerely,

[Your Name]
[Your Title]
[Law Firm Name]