

**SAMPLE LETTER OF INTENT
AND NOT-TO-COMPETE AGREEMENT**

BETWEEN

AND

The parties are in the process of negotiating a Joint Venture agreement, whose purpose is

_____ .
Pending the possible signing of a Joint Venture agreement, all parties agree to hold in strict confidence all commercial and trade information exchanged and further, neither party shall act upon such information exchanged to the detriment of the other party, such obligation constituting a separate and distinct right not dependent on the enforceability of this letter of intent. The joint venture agreement shall be signed by _____, failing which all parties are free to pursue other alternatives as they deem proper without any responsibility to the other party.

Further, with a view towards the establishment of a Joint Venture, which shall extend beyond the specific corporate social object of the Joint Venture company and shall include all related, complementary business activities, all parties agree, whether or not the Joint Venture materialises, not to compete with each other in the _____ [identify relevant geographical area] market for a period not to exceed three years.

Signed in _____ [Town, Country] on _____ [Date].

Name:
Company:
Signature:

Name:
Company:
Signature: