

Instruction: This is a model letter. Adapt to fit your facts and circumstances.

Date

Name
Company
Address
City, State Zip Code

VIA AIRBORNE EXPRES

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Re: Asset Sale to

Dear :

I represent the d/b/a , and , in connection with the above transaction. Enclosed please find a revised draft of the Purchase and Sale Agreement which you forwarded to my client by letter dated . Although this revised draft incorporates various modifications based upon my discussions with , my clients have not reviewed this revised version of the Purchase and Sale Agreement, and therefore, it remains subject to their further comment and modification.

Although I have made a preliminary review of the other draft documents which you sent under cover of your letter of , I have elected to forego substantial review and comment until our clients have reached agreement on a relatively definitive Purchase and Sale Agreement. I think this is the most logical and cost effective approach for all parties. I would anticipate these other documents can be finalized in short order.

I look forward to working with you on this matter. Please do not hesitate to contact me if you have any questions or if you would like to discuss my revisions to the Purchase and Sale Agreement.

Sincerely,

BY:

/
pc: