

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

D A T E

N A M E
C O M P A N Y
A D D R E S S L I N E
C I T Y , S T A T E Z I P C O D E

Re:

Dear _____ :

Enclosed herewith please find a revised Asset Purchase Agreement regarding purchase of _____. I have not included a redline version because the markings on the redline version I ran were so confusing that I did not think that it would be helpful.

I am in the process of making revisions to the other exhibits to the Asset Purchase Agreement and hope to have them to you tomorrow.

Please remember in reviewing the Asset Purchase Agreement that these revisions were made based on discussions with _____, but he has not reviewed the specific language included, and therefore we reserve the right to make further revisions. Also, in talking with _____, he would like for us to finalize to such a point that the Board could act at next _____ night's meeting. We believe that this is the only way that we will be able to close the transaction effective _____.

Please call if you have any questions or wish to discuss any of these matters.

Sincerely,

BY:

/
Enclosure
pc: