

STRICTLY CONFIDENTIAL

[ADDRESSEE]

[ADDRESS]

Dear [ADDRESSEE]:

[BUYER] is pleased to submit a non-binding indication of interest (such non-binding indication of interest, the “**proposal**”) to acquire substantially all of the assets of [SELLER] (the “**Company**”), for a total purchase price of [SPURCHASE PRICE] (the “**Transaction**”), on the terms and subject to the conditions outlined below.

We have spent considerable time in order to arrive at a fair and competitive value for the Company that is compelling for the Company and its stockholders. We believe your stockholders are aware of, and fully appreciate, the risks and challenges confronting the Company given its current competitive environment and financial condition, and will find the certainty in the value of our proposal to be highly attractive. We also are prepared to work with the Company to structure the Transaction to minimize the period to closing.

Background on [BUYER]

[BACKGROUND INFORMATION ON BUYER]

[No] Financing Condition

[INFORMATION REGARDING FINANCING OR NO FINANCING CONTINGENCY]

Management

[INFORMATION REGARDING MANAGEMENT AND EMPLOYEE RETENTION PLANS]

Transaction Process and Timing

We are committed to move forward with this Transaction as expeditiously as possible and are prepared to commit significant time and resources to work with you and your advisors to discuss all aspects of our proposal, complete our due diligence and commence the negotiation of definitive transaction documentation. We expect to be able to minimize management time and business distraction and complete our due diligence in an expeditious manner. We expect to complete our due diligence review within [ESTIMATE OF DUE DILIGENCE COMPLETION TIME]. Key due diligence activities to include the following:

- (a) Additional meetings with Company management and key personnel.
- (b) Further analysis on the Company’s performance, competitive landscape, customers and technology.
- (c) Reference calls with the Company’s key clients.
- (d) Financial/accounting due diligence.
- (e) Legal due diligence.
- (f) [ANY OTHER KEY DUE DILIGENCE ACTIVITIES].

We are working with [INFORMATION REGARDING ANY ADVISORS].

Required Approvals

[INFORMATION REGARDING ANY REGULATORY OR CORPORATE APPROVALS INVOLVING THE TRANSACTION]

Indication of Interest

This letter and our proposal constitute a preliminary, non-binding indication of interest to acquire all of the assets of the Company, and our proposal is being submitted based on the understanding that it is not an offer that is capable of being accepted and that there will be no binding agreement between us or any commitment or obligation on either party with respect to the proposal or a possible transaction, unless and until a definitive agreement is executed by us and the Company. We reserve the right to discontinue discussions regarding, and withdraw, our proposal at any time. Our proposal is subject to customary conditions, including, among other things, our satisfaction with the results of due diligence in our sole discretion and the negotiation of mutually satisfactory definitive documentation.

[Signature page follows]

Our team is very focused on delivering the best possible execution on this Transaction, and we look forward to discussing this opportunity with you further. If you have any questions regarding our proposal, please do not hesitate to contact us at the following:

[BUYER KEY PERSON CONTACT INFORMATION]

[BUYER KEY PERSON CONTACT
INFORMATION]

We appreciate that you will want to consider our proposal carefully, but we do request that you respond to our proposal as soon as possible.

Sincerely yours,

Acknowledged and agreed on behalf of
[BUYER NAME]:

By
:

Name:
Title: