[Your letterhead]

Date

To

Re

Dear _____,

This letter sets out the principal terms on which [Party A] proposes to [transaction]. Except for the paragraphs headed Confidentiality, Exclusivity and Non-binding effect, this letter is not binding.

Proposed transaction

Price and payment

Conditions

Due diligence

Timetable

Exclusivity

Confidentiality

Non-binding effect

Yours sincerely

Accepted and agreed

Notes