

Letter of Intent

This Letter of Intent sets forth the mutual understanding between Buyer and Seller.

1. Binding Nature. Only the provisions under headings Exclusivity, Confidentiality, and Breakup Fees are legally binding. All
2. Purchase Price. The purchase price shall be ,000,000, subject to adjustment based on due diligence.
3. Exclusivity. Seller shall not solicit acquisition proposals from third parties for a period of 60 days.
4. Breakup Fees. If Seller accepts a superior proposal, Seller shall pay Buyer a breakup fee of 0,000.
5. Due Diligence. Seller shall provide Buyer with reasonable access to records, facilities, and management.
6. Definitive Agreement. The parties shall negotiate in good faith toward a definitive agreement.
7. Expiration. This LOI shall automatically expire 90 days from the date hereof if a definitive agreement is not executed.

IN WITNESS WHEREOF, the parties have executed this Letter of Intent.