[Your Company Name]
[Your Address]
[City, State, Zip Code]
[Date]

[Recipient Name]
[Recipient Title]
[Target Company Name]
[Address]
[City, State, Zip Code]

Subject: Binding Proposal for the Acquisition of [Target Company Name]

Dear [Recipient Name],

This letter sets forth a binding proposal by [Your Company Name] ("Buyer") to acquire 100% of the outstanding equity interests of [Target Company Name] ("Target").

1. Purchase Price: Buyer proposes a total purchase price of $[Amount] (the "Purchase Price"). This price is based on the Target's financial statements dated [Date].

2. Payment Terms: The Purchase Price shall be paid as follows:

- $[Amount] in cash at closing.
- $[Amount] in [Buyer Stock/Promissory Note/etc.].

3. Assets and Liabilities: This acquisition includes all assets, intellectual property, contracts, and customer lists. Buyer will assume [All/Specified] liabilities as outlined in the attached schedule.

4. Conditions to Closing: The closing of this transaction is subject to:

- Final completion of confirmatory due diligence.
- Receipt of all necessary regulatory and board approvals.
- Execution of a definitive Asset/Stock Purchase Agreement.

5. Exclusivity: By accepting this proposal, the Target agrees to an exclusivity period of [Number] days, during which it will not negotiate with any other prospective buyers.

6. Governing Law: This agreement shall be governed by the laws of the State of [State Name].

7. Expiration: This offer is valid until [Date/Time]. If not accepted by both parties by this time, the proposal shall be deemed withdrawn.

Sincerely,

[Signature]
[Printed Name]
[Title]
[Your Company Name]

Accepted and Agreed:

For and on behalf of [Target Company Name]:

____
[Name and Title]
Date: _______________________