[Date]

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

Re: Non-Binding Letter of Intent regarding the Acquisition of [Target Bank Name]

Dear [Recipient Name],

This Letter of Intent ("LOI") outlines the preliminary terms and conditions under which [Acquiring Entity Name] ("Buyer") proposes to acquire all of the outstanding capital stock or substantially all of the assets of [Target Bank Name] ("Target").

1. Purchase Price: The proposed purchase price for the acquisition is $[Amount], payable in [Cash/Stock/Combination]. This valuation is based on the Target's financial statements dated [Date].

2. Transaction Structure: The transaction is intended to be structured as a [Merger/Stock Purchase/Asset Purchase], subject to tax and legal review.

3. Due Diligence: Following the execution of this LOI, the Buyer will conduct a comprehensive due diligence review of the Target's operations, loan portfolio, financial records, and regulatory standing. The Target shall provide reasonable access to all necessary documents and personnel.

4. Conditions Precedent: The closing of the transaction will be subject to customary conditions, including but not limited to:

- Satisfactory completion of due diligence.
- Execution of a definitive Purchase Agreement.
- Receipt of all necessary regulatory approvals (e.g., Federal Reserve, OCC, FDIC).
- Approval by the Board of Directors and Shareholders of both parties.

5. Exclusivity: For a period of [Number] days following the signing of this LOI, the Target agrees not to solicit, initiate, or encourage any proposals from other parties regarding a sale or merger.

6. Confidentiality: Both parties agree to keep the existence and terms of this LOI strictly confidential, except as required by law.

7. Non-Binding Nature: Except for the provisions regarding Exclusivity and Confidentiality, this LOI is intended solely as an indication of interest and does not constitute a legally binding obligation or commitment to enter into a transaction.

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

If these terms are acceptable, please sign and return a copy of this letter by [Expiration Date].

Sincerely,

[Signature]
[Name of Authorized Signatory]
[Title]
[Acquiring Entity Name]

Agreed and Accepted:

____
[Name], [Title]
For [Target Bank Name]
Date: ________________________